DUNGEONS & DRAGONS®

AGE OF WORMS

Dungeon Dragon

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AGE OF WORMS

OVERLOAD

The Age of Worms Adventure Path is a complete Dungeons & Dragons campaign in twelve parts, published monthly in issues 124–135 of *Dungeon* magazine. This document contains material we just couldn't fit in the magazine, but which we still wanted to share to enrich your Age of Worms campaign. The document begins with a slightly edited version of the campaign outline provided to all Age of Worms Adventure Path authors, and represents an accurate picture of the central plot that weaves through all twelve adventures. Individual installments provide plenty of surprises of their own, since each author brings a different approach to each adventure. Likewise, certain plot elements presented here may change slightly as the series evolves in the hands of a dozen different authors. John Gallagher's concept art gives exciting glimpses of what lies ahead.

Following the outline, you'll find a huge number of stat blocks for scores of NPCs from the mining town of Diamond Lake, as well as helpful tables showing who likes to hang out where. We've also provided some useful information about the region immediately surrounding Diamond Lake, an area that hosts a third of the adventures in the series.

Lastly, Keith Baker and Eric L. Boyd's official conversions offer plenty of advice for Dungeon Masters running the Age of Worms in the Eberron or Forgotten Realms campaign settings. I couldn't resist a few suggestions of my own on how to integrate the Adventure Path into the Greyhawk campaign setting.

But enough preamble. The Age of Worms awaits! (And so do your players.)

Erik Mona
Editor-in-Chief
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CAMPAIGN OVERVIEW

Thousands of years ago, when the world was a more primitive place, a morbid mystic named Kyuss gathered a vast assembly of social outcasts for a pilgrimage across the great southern seas to the harsh jungles of another continent. On distant tropical shores they founded a great city of monoliths and vine-snared idols to alien gods. Kyuss preached of mysterious visions, of massive metal plates foretelling the collapse of civilization. In response, his beguiled followers scoured the darkened jungle until they produced such plates, and confirmed Kyuss' apocalyptic premonition.

The metal plates contained a fragment of the apocalypse myth of a long-dead culture—the decadent six-armed spell weavers, whose civilization crumbled before the jungle took form. The plates spoke of an era of doom and decay, a time of chaos and melancholy known as the Age of Worms. It was but a sliver of a much grander extinct liturgy, but to Kyuss, it was enough. In his sweltering jungle paradise, the charismatic madman vowed to bring about this bold new era. As hundreds of his followers sacrificed themselves for the glory of his vision, the twisted prophet declared himself the Harbinger of the Age of Worms.

To amass greater and greater power, Kyuss bound himself to a basalt monolith dredged up from a spell weaver ruin and housed in a looming edifice known as the Spire of Long Shadows. The massive stone thrummed with the life energy, and poisoned whispers from its inner void beckoned Kyuss to join them in oblivion, revealing hidden pathways and temptations within the placid surface of the monolith. With his kingdom dead at his feet, Kyuss entered the immense block of otherworldly stone. In so doing, he became more than human, but his essence remained forever trapped in a horrific demiplane slaved to the monolith. In the centuries that followed the jungle swallowed Kyuss' once-majestic home, leaving only the forlorn Spire of Long Shadows to peek above the lush tropical canopy.

✎ BY ERIK MONA
🎨 BY BY JOHN GALLAGHER
Ⓝ BY ROBERT LAZZARETTI
STATISTICS BY JASON BULMAHN • EDITED BY JAMES JACOBS AND JEREMY WALKER
ART DIRECTION BY SEAN GLENN & MIKE SCHLEY

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Hundreds of years later, a powerful red dragon named Dragotha roosted upon the Spire's lofty pinnacle, surveying the crumbling ruins of Kyuss' dream. He had learned of the potent necromantic monolith from his consort, Tiamat, the supreme Chromatic Dragon who guarded the Gates of Avernus, first layer of Hell. Tiamat had turned against Dragotha, as she eventually turns on all of her lovers, and the brilliant dragon sought a means by which to protect himself against her treachery forever. To this end, Dragotha pried the basalt monolith from its moorings and carried it far to the north, to his lair in the Rift Canyon. Kyuss, trapped within some planar nether-realm connected to the monolith, whispered words of confidence to Dragotha. "Release me," he claimed, "and you shall live forever." Dragotha conquered the required rituals, and Kyuss returned to the world.

Shortly thereafter, Tiamat caught up with Dragotha and murdered him for some half-remembered transgression. True to his word, Kyuss restored Dragotha to life as a powerful dracolich, fusing a part of his own essence into the bones of his rescuer. Kyuss had followed the letter of their agreement (if not the spirit), and the process virtually enslaved Dragotha to his will. The great undead dragon stood at the vanguard of an army of spawn of Kyuss, which savaged the native cliffdwelling folk of the Rift Canyon and began the first steps toward a new empire of evil. Scholars everywhere began whispering about an ancient myth regarding an "Age of Worms," though few knew of Kyuss' history in the southern jungles.

Not all of the locals fell under Kyuss' heel. A cadre of druids, inheritors of their own ancient legacy, conceived a brilliant plan to weaken the undead army. They managed somehow to steal Dragotha's phylactery, spiriting it far from the Wormcrawl Fissure and hiding it in an unknown location. Dragotha's sense of self-preservation at last overwhelmed his compulsion to serve Kyuss, and the dracolich quit the field of battle. Bolstered by their victory, the druids pushed Kyuss back to the Wormcrawl Fissure and bound him once more into the monolith—this time, they hoped, forever.

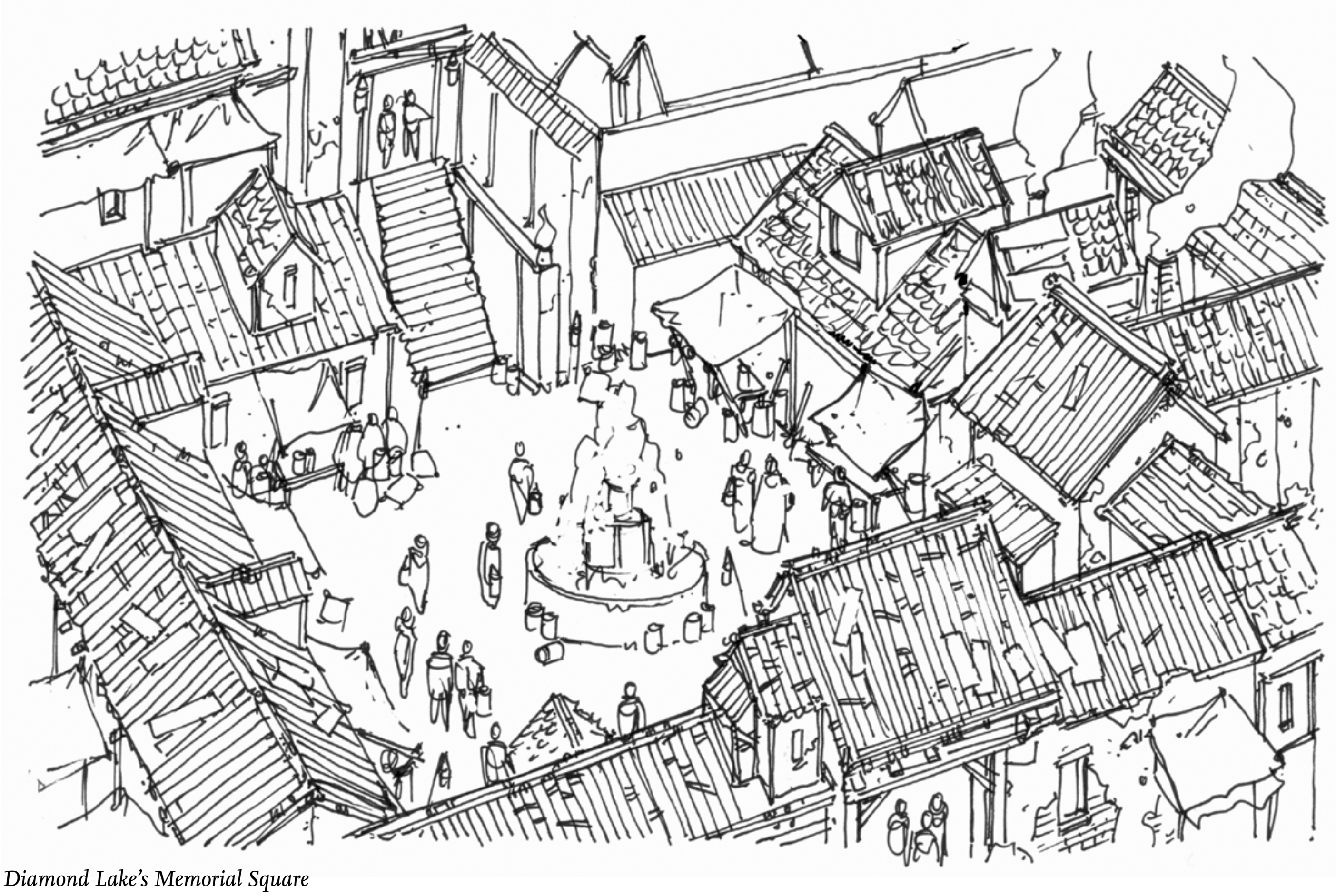
But the cliff dwellers' victory would soon prove phyrric. Too few of their numbers survived Kyuss' onslaught to sustain their culture, and within a few hundred years, they had faded entirely from history. Dragotha never found his phylactery, retreating to a life of seclusion in the bitter north. But the dragon did not remain idle. With his life essence forever bound to that of the trapped Kyuss, Dragotha could not abide his master's imprisonment. Over the course of centuries the dracolich stitched together a vast network of agents poised to release Kyuss once again into the world. As a group of unlikely heroes gathers in the mining town of Diamond Lake, Dragotha's plan is reaching its final stages.

The Age of Worms is at hand.

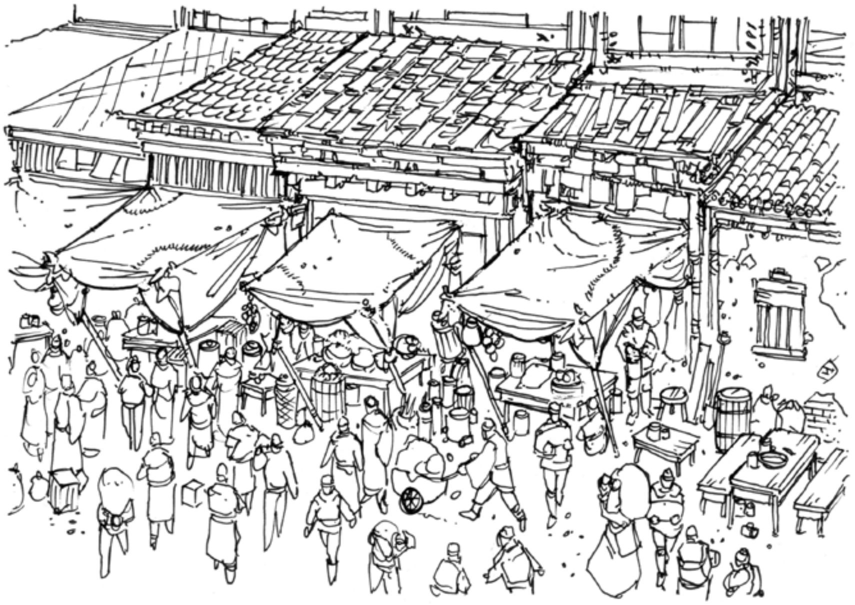
1. The Whispering Cairn

Levels 1–2 • Erik Mona

This introductory adventure assumes that all of the PCs begin their adventuring careers in the lively mountain village of Diamond Lake, a muddy smudge on the map of the hills east of the fabulous Free City. Most of Diamond Lake's inhabitants are miners and laborers, serious folk who spend most of their lives toiling below ground. When not working, the miners celebrate along the



Diamond Lake's Memorial Square



Vein, a seedy road lined with alehouses and brothels. Overall, the village is a sooty, sullen place prone to unpleasant bursts of violence and passion. But Diamond Lake holds plenty of opportunities for adventure, for the uplands on the lakeside opposite the village are rife with ancient tombs that for centuries have named them the Cairn Hills.

Idle chatter around the village says that a band of richly dressed adventurers now frequents the taproom of the Feral Dog, Diamond Lake's most notorious tavern. The confident heroes of the Free City spoke of hard-won battles on their journey to Diamond Lake, and of their intention to explore the long-abandoned Stirgenest Cairn on the lake's distant southeastern shore. The PCs, being natives of Diamond Lake, know that cairn is oft explored by the community's youth, who always find it completely empty of marvels and perfectly harmless.

Not so another cairn within a day's ride of the village, however. This cairn lies near an iron mine that went dry about 50 years ago, and its owner's charter apparently elapsed when he died a few years later. Situated thusly in a sort of no-man's land, the cairn was all but forgotten, its yawning entrance overgrown with weeds and choked with collapsed debris. Rediscovered by a curious teenager three years ago, the cairn has since been a sort of community secret held by Diamond Lake's youth, who dare each other to disappear into its cyclopean entrance as a test of mettle. Occasionally, when the wind is just right, haunting, almost magical tones emerge from the depths of the forlorn tomb. Those who know of its location call the place the Whispering Cairn.

If adventurers from the Free City expect to discover hidden passages and riches within the Stirgenest Cairn, it stands to reason that the Whispering Cairn might also hold a genuine opportunity for profit. And in the rough-and-tumble mining village of Diamond Lake, where desperate folk slave in dank tunnels to profit wealthy lords, an opportunity for profit is an opportunity to escape.

Deep within the complex, the PCs come across the ghost of a runaway teen, who fell victim to one of the cairn's traps a decade ago. The undead horror blocks the PCs' progress, promising to abandon the cairn if the characters return his bones to the small family cemetary on a farmstead just outside town.

This encounter triggers a side-quest in which the PCs must take the ghost's bones back to the farmstead, which is now an overgrown ruin inhabited by a nasty owlbear. But the party's plans are upset when they discover that the other graves in the family plot have been emptied. To appease the ghost, the party must track down its relatives, who are being used as guardian skeletons by Filge, an unusual necromancer who has just set up shop in town at the behest of the mine manager Balabar Smenk, a local paragon of corruption. Correspondence discovered at the necromancer's home reveals that the villains are preparing for a coming event known as the "Age of Worms."

The Rival Adventurers

At some point during the PCs' journey to and from the Whispering Cairn they encounter the trio of experienced adventurers from the Free City. These characters are about 5th level when the Age of Worms Adventure Path begins. Ideally, these engaging NPCs will last the whole Adventure Path as foils and eventually friends of the player characters.

Auric: The blond human gladiator Auric wears a unique brown and black leather girdle topped with the representation of a haunted female face—the Champion's Belt of the Free City Arena. Auric fancies himself the leader of the trio, but he's very susceptible to Khellek's poisoned whispers and diabolical insight. Assuming he survives, Auric will later encounter the PCs when they do battle in the Free City Arena.

Tirra: This vivacious brunette elf rogue is in the adventuring life for the money, and is a member in good standing with the Free City's notorious Guild of Thieves. The way the PCs treat Tirra in Diamond Lake will have implications later in the Adventure Path, when the PCs visit the Free City and get a chance to meet members of that guild face-to-face.

Khellek: This balding, dark-haired human wizard wears a high-collared red cape fastened with a skull clasp over a green jerkin and pants. His receding hairline belies his advancing age, as do the white streaks at his temples. Khellek belongs to the Seekers—an untrustworthy organization of corrupt archeologists and adventurers who seek knowledge regardless of the cost. He recently heard a rumor of a new chamber discovered in an allegedly "empty" tomb elsewhere in the Cairn Hills, and has maneuvered the trio to Diamond Lake to seek out similar riches. Conventional wisdom suggests that all of the cairns were completely plundered decades ago, but Khellek has never considered himself conventional.

2. The Three Faces of Evil

Levels 3–4 • Mike Mearls

The PCs return to Diamond Lake laden with treasure and questions from the Whispering Cairn. Inquiries about the glyphs and sigils upon the diadem invariably lead to the single authority on matters arcane in the village, a wizard named Allustan (who might be a PC wizard's mentor). Allustan must consult his library to decipher the coded runes, a process that will take several days.

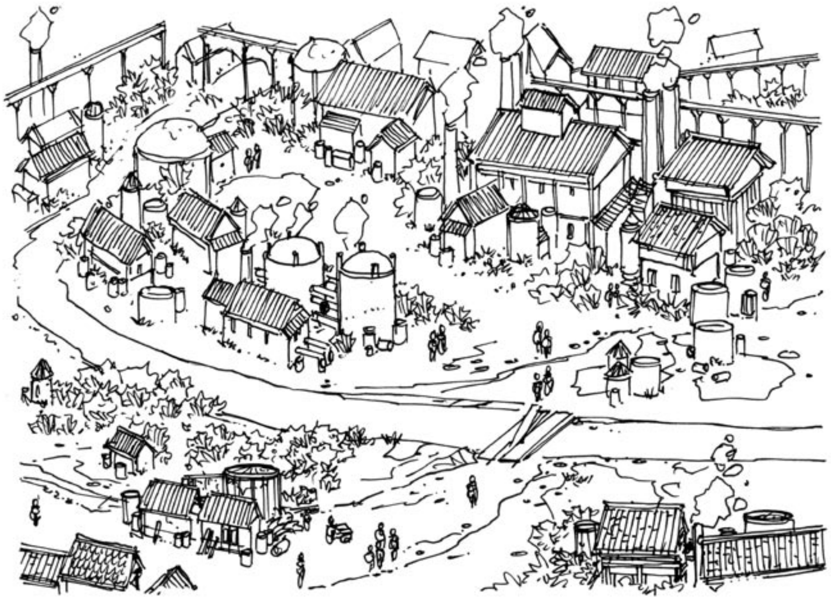
Following-up on the story of the vile necromancer Filge leads to the Dourstone Mine, where a secret underground chamber now hosts a covert cell of the Ebon Triad, a wicked cult dedicated to merging Hextor, Vecna, and Erythnul into a supremely powerful overgod who will rule over an era of great strife—the so-called Age of Worms. (The Ebon Triad were introduced in the Shackled City Adventure Path).

The arcane lore of the Ebon Triad speaks of a malign entity named Kyuss who emerged in the desolate Rift Canyon centuries ago. An undead colossus, Kyuss towered over the armies of local warlords, his rotting body festering with undulating green worms. The monstrosity created a horde of undead in his own image—the spawn of Kyuss—and set them upon the populace. Sages and holy men for thousands of miles spoke in hushed tones of prophecies fulfilled and the imminent dawn of the Age of Worms. Many began to lose hope. Alas, ancient heroes eventually brought Kyuss low within his cliffside lair in the Wormcrawl Fissue, and the myth of Kyuss faded from all but the most esoteric histories. But the tale forms a major part of the dogma of the Ebon Triad, who seek the advent of the Age of Worms as a precursor to the blasphemous birth of their debased overgod.

Recently, agents of the Ebon Triad discovered signs of unusual undead lurking in the Diamond Lake region, perhaps associated with the local burial cairns in the nearby hills. Rumors spoke of humanoid creatures infested with wriggling green worms—a description that perfectly matches that of the spawn of Kyuss. To investigate these rumors, the Ebon Triad established a cell in an abandoned upper level of a still-active mine near the village of Diamond Lake.

The PCs must first devise a means by which to pass the mine guards, and then must negotiate a crude elevator to penetrate the cultists' lair. The cult consists of all manner of evil beings, many of whom have a role in the local society.

In a sealed and locked box in one of the cult leader's quarters can be found a note ordering the leader to exterminate one Balabar Smenk, a local mining magnate/criminal boss whose agents recently stole something called a "Kyuss worm." The note suggests that Smenk had formerly been an ally of the cult, but that he could no longer be trusted. The PCs might then take the fight to Smenk, who (while an evil criminal) is merely a bastard, not a homicidal cultist bent on ushering in an age of darkness.



3. Encounter at Blackwall Keep

Levels 5–6 • Sean K Reynolds

Allustan the wizard hires the PCs as his protection and to keep him company during the journey to visit a fellow wizard stationed at Blackwall Keep, a fortress on the border of the treacherous Mistmarsh a few days into the southern hills. The desolate keep is no place for a wizard, claims Allustan, and it is no place to travel alone.

By the time the PCs have fought through the dangerous overland trek to the keep, they discover that their destination is the scene of an ongoing assault by a large band of lizardfolk. The PCs must battle to rescue the keep's few remaining survivors and repel the lizardfolk. But even so, a handful of soldiers have been captured alive by the lizardfolk, presumably carried off to their lair deep in the swamp.

Allustan wastes no time, urging the PCs to attempt to rescue the abducted soldiers while he uses an emergency scroll of *teleport* to report what has happened to the commander of the Diamond Lake garrison.

After a harrowing night in which they are forced to deal with the marsh's nocturnal threats, the PCs finally reach the lizardfolk enclave. They can attempt to sneak in and rescue the prisoners from Blackwall Keep, or they can stride in like crazed butchers. The lizardfolk defend their home furiously, having been driven to rage by a local black dragon named Ilthane. The wyrm whispered poison in the ears of the tribe, blaming warlocks from the decadent Free City for the blight of awful green worms that putrefied dozens of the lizardfolk's eggs two years ago.

In fact, the brilliant, charismatic Ilthane was responsible, having been ordered to start the incubation of a new horde of spawn by Dragotha, a being so powerful that most dragons believe he is a myth. Although Ilthane is not encountered in this adventure, her presence is everywhere. Interrogated lizardfolk claim that she offered to protect the newest clutch of eggs, the largest in more than a decade. With this new generation, the lizardfolk hope to amass an army that can seriously threaten the expansionist Free City, thus protecting the lizardfolk's marshy homeland. After the tragedy of two years ago, they are taking no chances, and have gratefully accepted the dragon's offer of aid.

Much of this adventure involves the raid on the lizardfolk enclave, whether by stealth, guile, or assault. Most of the lizardfolk and their associated servitor creatures and allies have learned to hate civilized folk, viewing them as meddlesome outsiders who reek of corruption and greed. Some tribe members are reasonable, however, and the adventure includes a relatively peaceful solution that nonetheless shatters the lizardfolk's alliance with the black dragon.

When the PCs finally return to Blackwall Keep, they find the surviving soldiers absolutely terrified, for something in the keep's complex basement has been snatching them one by one. The others hear brief screaming, then nothing. Eventually, the survivors confess that two years ago, the keep's sorcerer left on an unsanctioned diplomatic visit to the nearest lizardfolk enclave, about a day's journey into the swamp. When he came back, he was somehow "changed," and he eventually transformed into a ravenous undead creature infested with green worms. The soldiers couldn't bring themselves to kill their former colleague, so they locked him in a basement vault. During the assault, a lizardfolk attacker must have snuck into the basement and broken open the door's immense padlock, assuming the chamber beyond to be laden with treasure. The worm-infested undead wizard has slain three keep guards, who now lurk in the basement as risen spawn of Kyuss.

Upon securing Blackwall Keep from harm, the PCs return to Diamond Lake. There, Allustan encourages them to make haste to a contact in the nearby Free City, a scholar named Eligos who might help them learn more about the green worms and what sort of threat they might present to the region.

4. The Hall of Harsh Reflections

Levels 7–8 • Jason Bulmahn

The PCs journey to the Free City to enlist the aid of Allustan's sage friend Eligos. The scholar lives in an impressive estate bedecked in paraphernalia from famous battles of the past, such as an immense battle-damaged war standard hanging like an opera curtain over marble stairs lined with various suits of ancient armor. Although eccentric, Eligos is a gregarious, gracious host. He listens attentively to what the PCs know about Kyuss before requesting more time to put the pieces together in studious research in his library/laboratory. In the meantime, he recommends an inn for the PCs—the research will take at least a week.

Meanwhile, the PCs come to the attention of Loris Raknian, the director of the Free City Arena. An ally of the Ebon Triad cell in Diamond Lake, Loris only recently learned of the cell's destruction.

Fortunately for the PCs, the powerful Raknian is too preoccupied with the upcoming Champion's Games, a popular and bloody tournament of arms held in the Free City Arena, to personally see to the PCs' destruction. Instead, he contacts a former business associate, a renegade mind flayer sorcerer living in the Free City's undercity with a cadre of unusual underlings. The illithid dispatches a band of doppelgangers, who at first spy upon the PCs to gain more information about them and who later attempt to assassinate them. The PCs trace the attack back to Sodden Hold, an underground estate populated by more doppelgangers led by an enigmatic elder doppelganger. As the PCs battle their way through the lair, the doppelgangers assume their forms, making the place a kind of demented hall of mirrors.

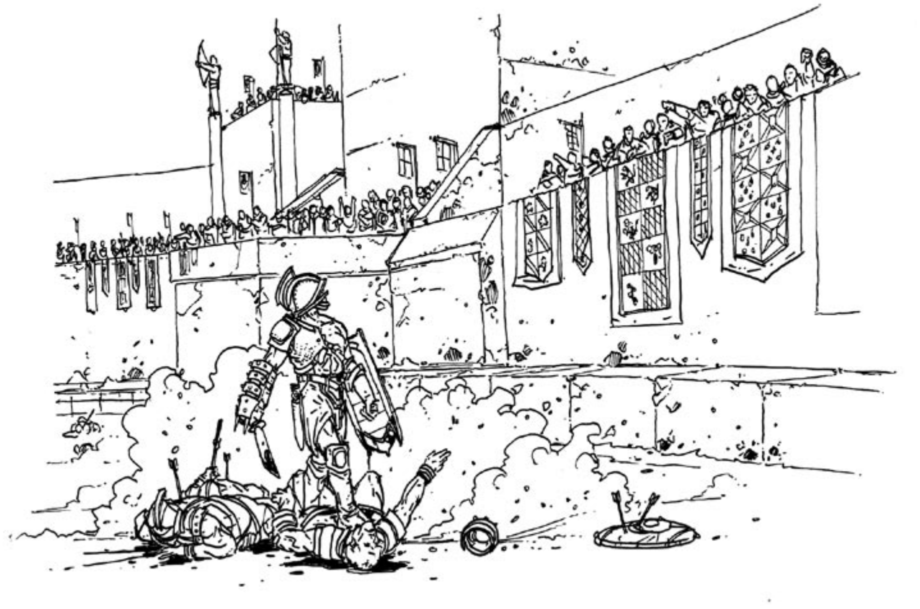
The mind flayer is behind the doppelganger gang, having dominated each and every one of them more than three years ago. Although the creatures believe themselves to be autonomous, they are in fact thralls of the illithid, who uses the doppelgangers as an information-gathering network in the city above. Many simply wander the streets in one form or another, but several have positions of prominence among the city government, major temples, and constabulary. Thanks to his domination effect, the mind flayer has eyes all over the city.

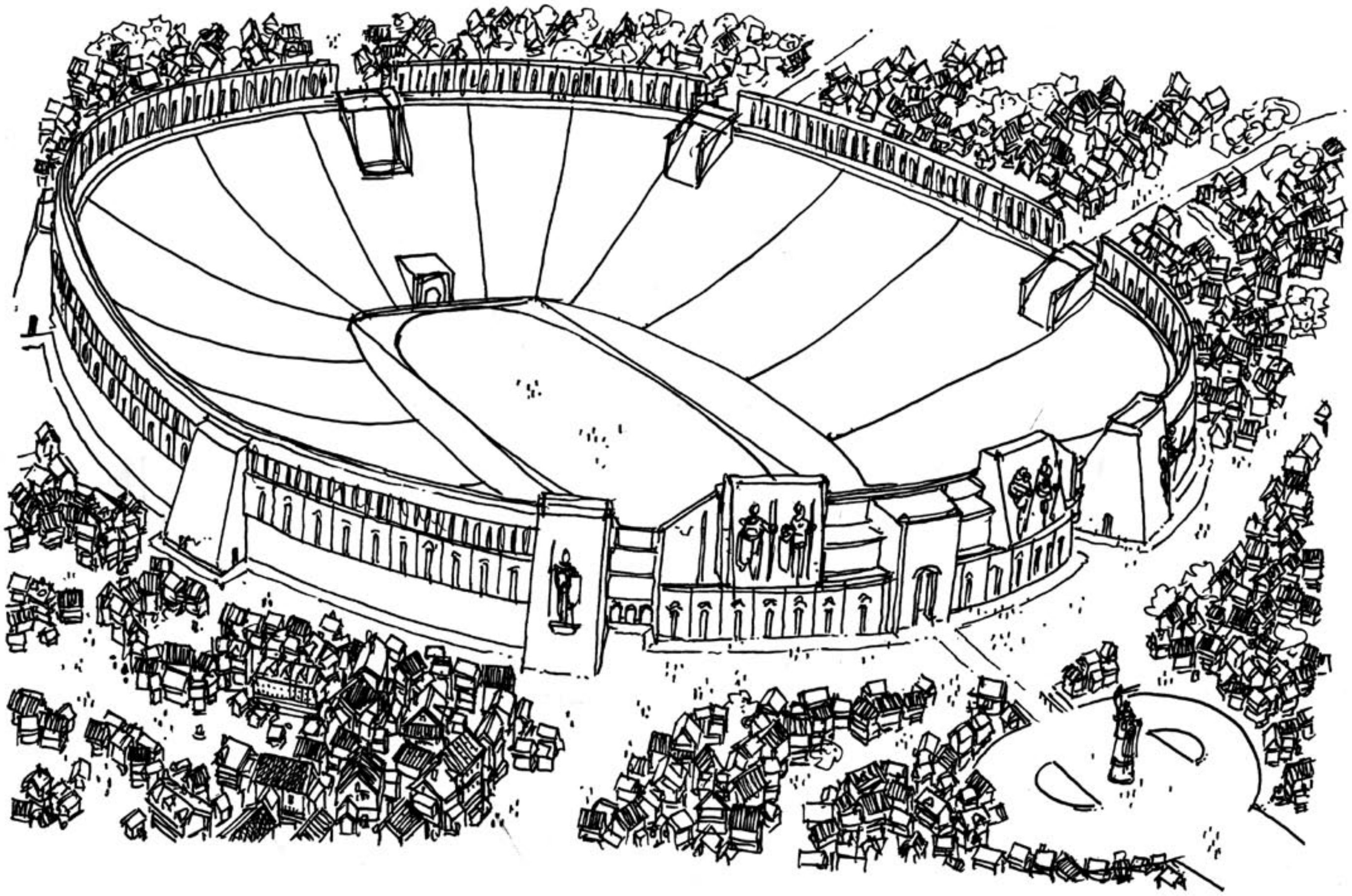
He does not react well to the destruction of his minions, and soon appears with a retinue of drow guardians to settle the score with the PCs. He flees (and most likely gets away) at the first sign of serious trouble, however, leaving the PCs to figure out a way to track him to his lair. Exploration of that locale and discovery of the mysterious archeological relics displayed therein takes up about a third of the adventure. After a final showdown with the mind flayer, the PCs discover a ledger logging sales of disturbing artifacts to collectors around the city. Two entries seem of particular note—a recent entry logging the payment for the PCs' assassination by the doppelgangers and an earlier transaction with the same customer concerning something called the Apostolic Scrolls. The name of that customer is Loris Raknian, director of the Free City Arena.

5. The Champion's Belt

Levels 9–10 • Tito Leati

Research reveals that the Apostolic Scrolls contain a wicked incantation designed to boost the necromantic powers of a brilliant undead behemoth known as an ulgurstasa, also called an Apostle of Kyuss. Created by Kyuss himself, the ulgurstasas were wicked ancient beings capable of ingesting living creatures and regurgitating their remains as animate skeleton servitors. With the incantation on the scroll, an ulgurstasa could animate a horde of skeletons that retained a measure of intelligence and skill at arms. Crucially, the





PCs also learn that the ritual requires the "blood of a champion."

If they need encouragement to continue their investigation, the PCs soon encounter an ally of Eligos, a beautiful woman named Celeste (a shadowy figure who appeared in the Shackled City Adventure Path). Celeste reveals that she and Eligos are both agents of a renowned archmage named Manzorian, and that Allustan knew to send the PCs to Eligos because the wizard from Diamond Lake had formerly been Manzorian's apprentice. Allustan and Manzorian had parted ways on bad terms a decade ago, but Allustan's suggestion to visit Eligos had been a tacit invitation for Manzorian and his associates to assist with the investigation. Manzorian is indisposed at a distant lair, and Celeste must soon leave the Free City for business elsewhere. She urges the PCs to investigate Loris Raknian and the Free City Arena.

One way or another, the PCs soon discover that the only way into the Arena is to enroll as one of dozens of teams of gladiators for the upcoming Champion's Games. At the commencement of the games, Loris Raknian himself (well protected by powerful guards) declares all participants in the games to be "champions of the Free City" for the duration of the festival. During the multiple-day competition, the PCs may not leave the vast Arena understructure, where they have encounters with all sorts of eccentric gladiator teams and individual competitors.

All the while, they might sneak off to a heavily guarded central structure, directly below the field of play, inhabited by Loris Raknian and his ulgurstasa ally. This area contains a multitude of intriguing chambers, but the central gallery is inhabited by the ulgurstasa, who has been gorging itself on the fallen "champions" in an attempt to create an army of skilled skeletons that it will release upon the thousands of spectators at the culmination of the Champion's Games. The central sub-field level crawls with skeletons, and more arrive several times an hour.

The gruesome climax of the adventure, when the ulgurstasa emerges onto the field of battle to consume the tournament's ultimate champion, might occur as a PC fights the Arena's current champion, the gladiator Auric (from "The Whispering Cairn"). If the ulgurstasa fails to devour the current champion, it settles for a former champion, and gobbles up Loris Raknian with relish. All the while, the controlled skeletons fall in force upon the crowd, with the massive sacrifice meant to once again draw the attention of Kyuss to the world and entice him to return to the flesh. If the PCs do everything right, this does not occur.

The adventure is thus largely comprised of the PCs participating in a multi-challenge gladiatorial tournament while simultaneously exploring the Arena's monster-stocked understructure.

During the Champion's Games, the PCs receive a message from Eligos, who has more information to reveal about Kyuss, cryptically mentioning a distant independent territory called Redhand that might somehow be related. Eligos also mentions that Allustan has sent him an excited message asking for their return to Diamond Lake. When the PCs visit Eligos, they find that he has been murdered, his library destroyed. While investigating his estate, the PCs must defeat his supernatural killer, a creature with ties to the mysterious Dragotha, who bumped him off for asking too many questions about Kyuss.

Celeste is nowhere to be found. The PCs must return to Diamond Lake.

6. A Gathering of Winds

Levels 11–12 • Wolfgang Baur

The PCs return to Diamond Lake to consult with Allustan. But he is missing, having journeyed to the Whispering Cairn that started all this business in the first place. He's finally managed to dig through a collapsed passage, revealing a free-standing oval of shiny black metal. Before the PCs can leave the village to look for him, though, a darkness appears on the horizon—Ilthane, the black dragon whose plan the PCs thwarted in "Encounter at Blackwall Keep." The dragon seeks revenge against the town and the PCs must battle her in the Vein's central square. During the battle, the dragon mentions the name of her patron—Dragotha.

Thereafter, the PCs venture to the Whispering Cairn, and through the black oval to a completely unexplored cairn—unexplored until Allustan entered it the day before and eventually became lost in one of its numerous traps, that is. Designed in ancient days by the legendary Wind Dukes of Aaqa to entomb one of their most renowned warriors, the tomb's central chamber protects a single fragment of the fabled *Rod of Seven Parts*, an extremely potent magical artifact when fully assembled.

The long-dead Wind Dukes lavished the tomb with complex traps. Every chamber holds a potential deathtrap or encounter with an unusual bound beast, all designed to protect a single item. The cairn will be the most elaborate dungeon complex to this point in the Adventure Path.

Once Allustan has been rescued, he views all of the occurrences to date as ill omens. Even the surfacing of a fragment of the *Rod of Seven Parts* signals the coming of momentous events. The wizard of Diamond Lake has expended his resources. There is only one other who can help now—Manzorian!

7. The Spire of Long Shadows

Levels 13–14 • Jesse Decker

At Allustan's urging, the party ventures across the northern uplands to the Fortress of Unknown Depths to seek council from the archmage Manzorian. At a small village called Magepoint near Manzorian's manse, the PCs once again encounter Celeste. The enigmatic woman apologizes for her absence in the Free City following Eligos's murder, explaining that urgent business on behalf of Manzorian kept her away on that fateful day. She recently returned with the sage's body to Magepoint, where a powerful cleric ally of Manzorian's named Riggby restored him to life. Eligos himself awaits the PCs at the All-Seeing Eye, Magepoint's finest inn. Manzorian, Celeste explains, is on an expedition to Arcadia, and is not expected back for at least two days. She urges the party to rest and enjoy the simple pleasures of Magepoint. These pleasures might include encounters with local folk allied to Manzorian, a revelation of Eligos's research on Kyuss and the story of his murder at the hands of the Ebon Triad (perhaps connecting Dragotha to the Ebon Triad for the first time), picking up a cohort, buying new magical equipment, and an assassination attempt by a doppelganger ally of the elder doppelganger killed in "The Hall of Harsh Reflections." These events take up about a fifth of the adventure.

Eventually, the PCs receive a summons to the Fortress of Unknown Depths. The master is in residence. Manzorian asks the PCs to relate what they know about Kyuss and the Ebon Triad. The archmage expresses grave doubts that Hextor, Erythnul, and Vecna could ever coexist as a single being, but nonetheless suggests that the Ebon Triad poses a great threat to the land, and that their efforts are best halted—permanently.

Manzorian does not know much about Kyuss, but used to know an expert on the subject, a fellow wizard and former companion named Balakarde. Manzorian inherited Balakarde's papers 10 years ago, when Balakarde vanished while exploring the distant Rift Canyon. Before departing on that journey, Balakarde first visited the steaming jungles of the south, where his journals suggest that a human named Kyuss lived nearly two thousand years ago in a grim edifice known as the Spire of Long Shadows. Balakarde believed that exploration of the spire and the ruined city surrounding it could reveal a great deal about Kyuss' origins, but the dozen pages describing the archmage's actual voyage had been torn from the journal before Manzorian inherited it, so what Balakarde discovered at the Spire of Long Shadows remains unknown.

With a grim tone, Manzorian invokes a recent tragedy in the neighborhood of the Spire of Long Shadows—the near destruction of a town called Cauldron, built in the caldera of a long-dormant volcano that recently sputtered to life (as revealed in the Shackled City Adventure Path). This event fits several prophecies concerning the onset of the Age of Worms, as does one other recent occurrence—the discovery of a segment of the fabled *Rod of Seven Parts*. Manzorian warns the PCs that they carry a potent artifact, even if their segment is but one of seven. He offers to take the segment in exchange for a powerful personalized magic item for each member of the party. Finally, the archmage offers to teleport the party to the Spire of Long Shadows and provides them with a method to return. In the meantime, he has other affairs to attend to on the Outer Planes.

Exploration of the haunted ruins of the Spire of Long Shadows and environs takes up the vast majority of this adventure. An unusual spiritual presence haunts the ruined streets and crumbling walls of the city surrounding the Spire of Long Shadows. As the PCs explore the jungle ruins, the presence approaches them, and wherever it goes, phantom images of a distant age follow in its wake. From these illusory apparitions, the players learn a great deal about Kyuss as a mortal, when he ruled the surrounding lands from the Spire. They learn of his brutality, and of his obsession with the Age of Worms, a time prophesized on aeons-old plates etched by ancient spell weavers native to the area. The plates spoke of a powerful undead entity arising to herald this new age, and the arrogant leader decided to become that entity by sacrificing each and every one of his subjects, binding their souls to a basalt monolith deep within the Spire. As the PCs explore they experience visions of the city's decline, until finally the entire region was consumed in a cataclysm that toppled towers and rent great chasms in the earth.

But all is not a game of show and tell in the Spire of Long Shadows, for the region also holds numerous natural predators and even some beasts left over from Kyuss' time, including a gargantuan green Kyuss worm with a taste for flesh. Before leaving, the PCs discover that Kyuss entered the empowered monolith and transcended humanity, but that his power was forever bound to the monolith, and that his physical form was forever bound to a nether-realm tied to the monolith.

The PCs eventually discover the immense monolith chamber, but the monolith itself is nowhere to be found, having been stolen from the site several centuries ago by parties unknown (at least for now). Skillful negotiation with the spiritual entity might reveal that the monolith was torn from its moorings and taken north by a powerful red dragon, and that that dragon's name was Dragotha.

8. The Prince of Redhand

Levels 15–16 • Richard Pett

The PCs briefly return to the Fortress of Unknown Depths to report their findings to Manzorian and Celeste. After the reunion, the archmage reveals that Balakarde traveled from the Spire of Long Shadows to an independent kingdom called Redhand, to seek the council of a sorceress named Lashonna, chief magical counselor to the tyrannical Prince Zeech, liege of Redhand. In the months leading up to his disappearance, Balakarde was completely obsessed with Kyuss. If he visited Lashonna, it had to be because he thought she could help him get to the bottom of the mystery. It's probable that Lashonna remembers meeting Balakarde a decade ago, and might know more about his whereabouts.

Fortunately, Manzorian explains, the canny Prince Zeech is set to celebrate the twentieth year of his rule at a grand festival in a week's time. Lashonna is sure to attend. Manzorian has arranged to have the PCs placed on the invitation list for the private celebration within Prince Zeech's fortress in Redhand's capital, the town of Alhaster. The archmage recommends that the party teleport to Alhaster immediately, to scout out the city prior to the ball.

Despite Prince Zeech's anniversary, Alhaster is far from festive. Everything there reflects the dour tastes of its lord, a Hextorian fallen paladin who believes himself a just ruler but whose draconian policies and brutally efficient police force keep the citizens in line. It is nonetheless an intriguing place, a crossroads of the civilized world and wild country where adventurers rub shoulders with bandit kings, haughty hobgoblins, and crooked merchants. The PCs have several days to explore the city and get to know its denizens and dangers. Alhaster presents plenty of opportunities for the PCs to blow their covers and fall prey to temptation. Exploring Alhaster and following up clues from Balakarde's visit takes up about half of the adventure, and involves some exploration of several mini-dungeons as well as some good old fashioned detective work. Lashonna is nowhere to be found, but all of the citizens expect her to attend Prince Zeech's gala celebration.

The celebration affords the PCs several opportunities to hobnob with the elite of Redhand, not all of whom are completely evil. Several prominent citizens express distaste for Prince Zeech and his close advisors; these potential allies will come into play later in the series.

Finally, the PCs encounter Lashonna, who arrives at the party after dark. The PCs may discover that the white-haired, charismatic woman is in fact a silver dragon vampire, but evil is all around them, so this is not necessarily cause for alarm. Lashonna remembers Balakarde as an affable fellow with a burning curiosity that almost certainly got him killed. She offers to meet with the PCs again in a few nights, when she promises to reveal more. To entice the party, Lashonna offers to give them a dozen pages of Balakarde's journal, which he gave to her all those years ago.

9. The Library of Last Resort

Level 17 • Author TBD

At the follow-up meeting, Lashonna hands over Balakarde's journal pages, which reveal a great deal about Kyuss and his rise in the Rift Canyon some 1500 years ago. Balakarde's notes connect many of the information fragments the PCs may not have pieced together for themselves. The journal also reveals the history of the dracolich Dragotha, once a consort to Tiamat, the Chromatic Dragon. Dragotha, Lashonna suggests, is trying to bring Kyuss back from his planar prison, perhaps to gain revenge upon him for tricking him into servitude centuries ago. In any event, if Kyuss returns it will almost certainly herald the Age of Worms, which will bring doom across the continent. In order to prevent Kyuss from returning, Lashonna suggests, the PCs must first deal with the supremely powerful Dragotha. And in order to defeat Dragotha once and for all, they must first destroy the dracolich's phylactery. She doesn't know where it is, but does know where the lost lore of the ancient druids might be found—on a long-abandoned island sanctuary of the last druids known as the Library of Last Resort.

The bulk of this adventure involves exploration of this eldritch island and its mysterious archive of knowledge regarding the ancient cliff dwellers of the distant Rift Canyon. Still-active wards cast with fresh memories of Kyuss' conquest protect the island from the presence of undead, including Dragotha. And including Lashonna, who has reasons of her own to want Dragotha out of the picture. Tired of serving as Dragotha's lackey, she secretly plans to betray her patron and swear fealty to almighty Kyuss in a gambit she hopes will increase her standing in the world.

In order to learn the secret of the phylactery's location, the PCs must negotiate deadly traps left by the ancient druids. They also must deal with a canny and competent cleric of Vecna and his debased followers, who have established a beachhead on the island to drain the place of arcane secrets, and who do not tolerate the presence of strangers on the island. Finally, the PCs learn the location of a great cliff dweller fortress where the phylactery is kept. The Library even provides them with a mental image of the approach to the fortress, allowing for easy teleportation to the next adventure.

10. Kings of the Rift

Level 18 • Greg A. Vaughan

The PCs teleport to a desolate ridge on the edge of Rift Canyon, near the ancient fortress where the cliff dwellers hid Dragotha's phylactery so many years ago. The fortress itself is carved into the cyclopean walls of the canyon, with numerous stone bridges connecting the fortress proper to a series of pinnacles within a bowshot of the cliff face.

Sneaking into the base and making off with Dragotha's phylactery would be easy save for two facts. First, the place is now home to a powerful army of giant and savage humanoid bandits who don't exactly appreciate visitors. Second, the entire structure is currently under attack by a handful of chromatic dragons, who fly between the cliffs and pinnacles, picking off bandit kings and PCs at every opportunity. These dragons serve Dragotha, and somehow became aware of the phylactery's location when the PCs uncovered it at the Library of Last Resort. Since the entire fortress was shielded from teleportation and similar magic by the ancient druids who built it, the PCs must get in the old fashioned way.

The action in "Kings of the Rift" involves the PCs sneaking (or bashing) their way into the vertically-oriented cliff fortress, fighting through the savage Erythnul-worshiping bandits who infest the place to reach the bridges, and then crossing the bridges while avoiding all out destruction at the talons of more dragons than the party ought to be able to handle at this level. Once the PCs have identified and penetrated the pinnacle containing Dragotha's phylactery, they must deal with the deadly traps and guardians left in ancient times to ensure that the phylactery never left the fortress. Finally they reach a chamber containing the phylactery. Frescoes upon the walls suggest how the ancient druids bound Kyuss into the monolith 1,500 years ago, giving players a hint at how they might later do something similar.

The phylactery in hand (or destroyed), the PCs can finally teleport to the Wormcrawl Fissure for the final showdown with Dragotha and the pawns of Kyuss.

11. Into the Wormcrawl Fissure

Level 19 • James Jacobs

The PCs venture into the Wormcrawl Fissure, in a distant corner of Rift Canyon. Before they can enter the Fissure, they must sneak or battle their way past a host of Kyuss-related guardian creatures, including a ravenous colossal green worm of Kyuss. Within the Fissure dwell the wretched Apostles of Kyuss, a cadre of super-intelligent ulgurstasas who attempt to destroy the PCs in retribution for the slaying of their brother in "The Champion's Belt." When this proves hopeless, they instead attempt to steer the PCs into the depths of the Fissure with tales of the dracolich Dragotha and a monolith that keeps Kyuss locked away in a nether-realm even as it gives him the power of a living god.

Dragotha and the monolith lie beyond the brazen gates of the Writhing Tabernacle, an appalling edifice constructed in Dragotha's cavernous former lair. Passing through the gates requires the touch of a powerful undead, and no one more ably suits the role than the ghost of the archmage Balakarde, who roams the Wormcrawl Fissure in three insane personality fragments that must be pacified and unified before he can be of any help. Balakarde passes along what information he can on Kyuss, filling the PCs in on virtually all of the secrets they may have missed so far, but he cannot remain on the Material Plane for long after his redemption, and he vanishes shortly after helping the PCs enter the Tabernacle.

The Writhing Tabernacle is the demesne of the avolakias, brilliant aberrations obsessed with the creation of undead. They are the true masters of the Ebon Triad, weaving complex plots to enhance the legacy of Kyuss and to and hasten his return. Lashonna, Redhand's vampire silver dragon sorceress, is their high priestess. Dragotha stands atop all, the only villain who sometimes hears the voice of Kyuss himself, whispered between the folds in the world.

By the time PCs must defeat a host of classed avolakia to gain entrance to the main hall of the Writhing Tabernacle, the deed has already been done. The monolith pulses with power, and soon Kyuss will emerge from his centuries-long exile. But it won't happen here. The monolith is nowhere to be seen, having already been activated and delivered via a special gate to Lashonna's fortress below Alhaster, capital of Redhand. A confident Dragotha stays behind to deal with the PCs. Depending upon the status of the dracolich's phylactery and the PCs' words about Lashonna's betrayal, the final confrontation with Dragotha might end in an alliance. If not, he's happy to provide a fight, during which he uses the crumbling pillars of the grand hall to great advantage.

With Dragotha slain or as an ally, the PCs must now pass through the gate to Lashonna's realm under Redhand.

12. Dawn of a New Age

Level 20 • Author TBD

The PCs emerge from Lashonna's gate to find themselves at the heart of her fortress, which is filled with more avolakias and other nasty critters. Villains who survived earlier adventures and who hold grudges against the PCs might also be in attendance, serving Lashonna in an effort to get back at their mutual enemy. But even after clearing out the vampire's lair, the PCs discover no sign of the monolith or of Lashonna.

When they finally emerge above ground, they discover that the city of Alhaster has undergone a transformation since Kyuss' arrival. Certain alleys and buildings have fallen under some pall. Where the shadow has fallen, undead abominations arise to slay the living. Skeletons and spawn of Kyuss roam the streets. And above all towers a construction at once brand new and unspeakably old—the Spire of Long Shadows.

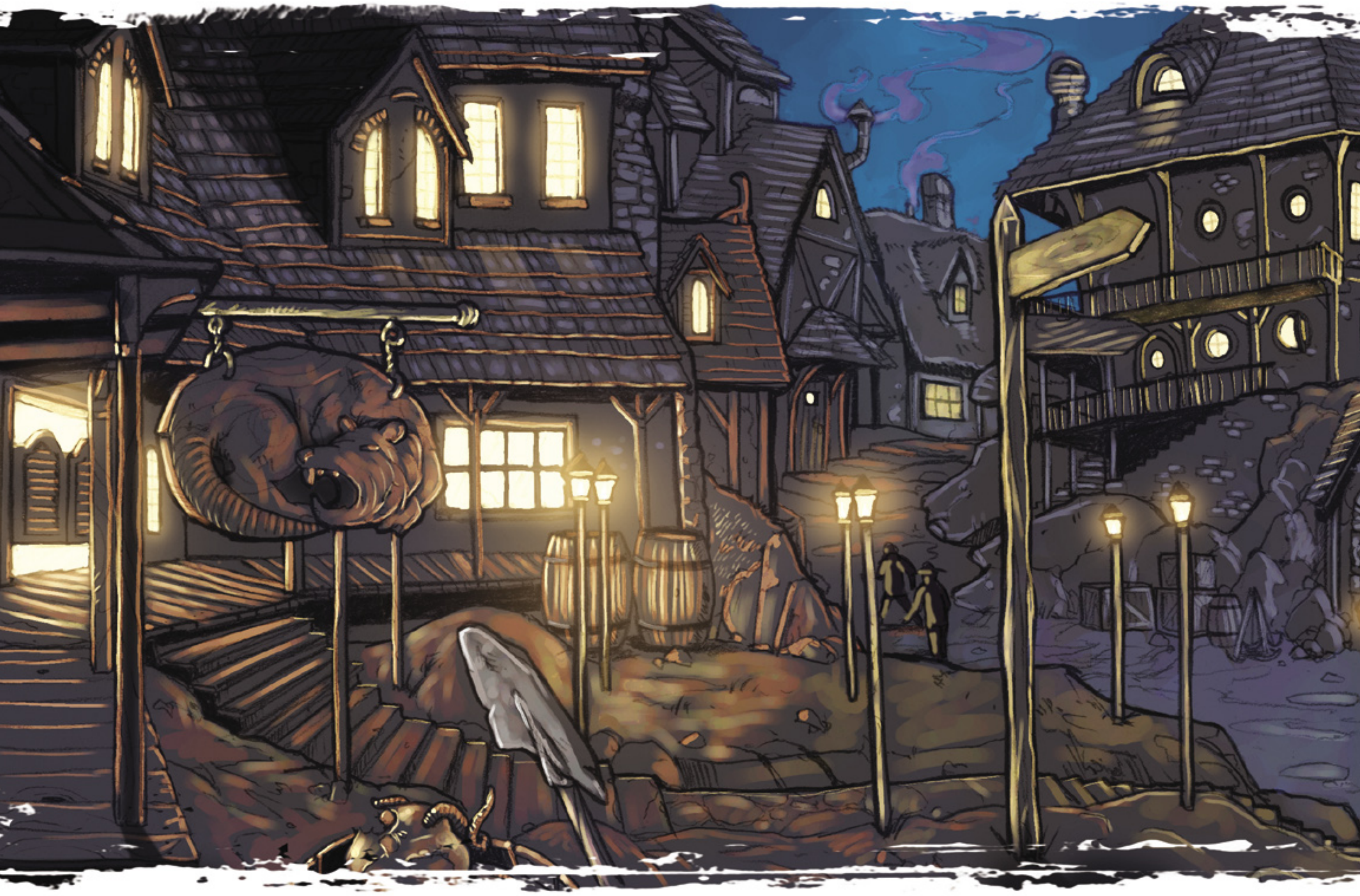
Or, rather, *a* Spire of Long Shadows. On the way to the Spire, the PCs have a handful of street encounters, possibly with characters first encountered in the "The Prince of Redhand." Some of these encounters are tragic. Others give the PCs an opportunity to save lives and make a real difference.

Finally, the PCs enter the Spire of Long Shadows and do battle with Lashonna, who awaits them near the monolith, from which Kyuss has already emerged. She refuses to apologize for using the PCs to eliminate Dragotha, but thoughtfully offers them a place at her side as a retainer for the great Kyuss, who will usher in a new time of horror beloved to all who prefer darkness over light.

In a chamber near the pinnacle's peak, the PCs finally battle Kyuss himself on a huge terrace. The immense undead entity might toss characters from the Spire, or might summon a horde of spawn of Kyuss to scale the walls and overwhelm the PCs. Defeating Kyuss won't be easy, but it will be required to prevent the coming of the infamous Age of Worms. Striking the decisive blow might take the use of an artifact (such as the *Rod of Seven Parts*). It might involve secrets learned from the ancient druid frescoes from "Kings of the Rift," or it might involve lore known only to Balakarde. Maybe it involves all three.

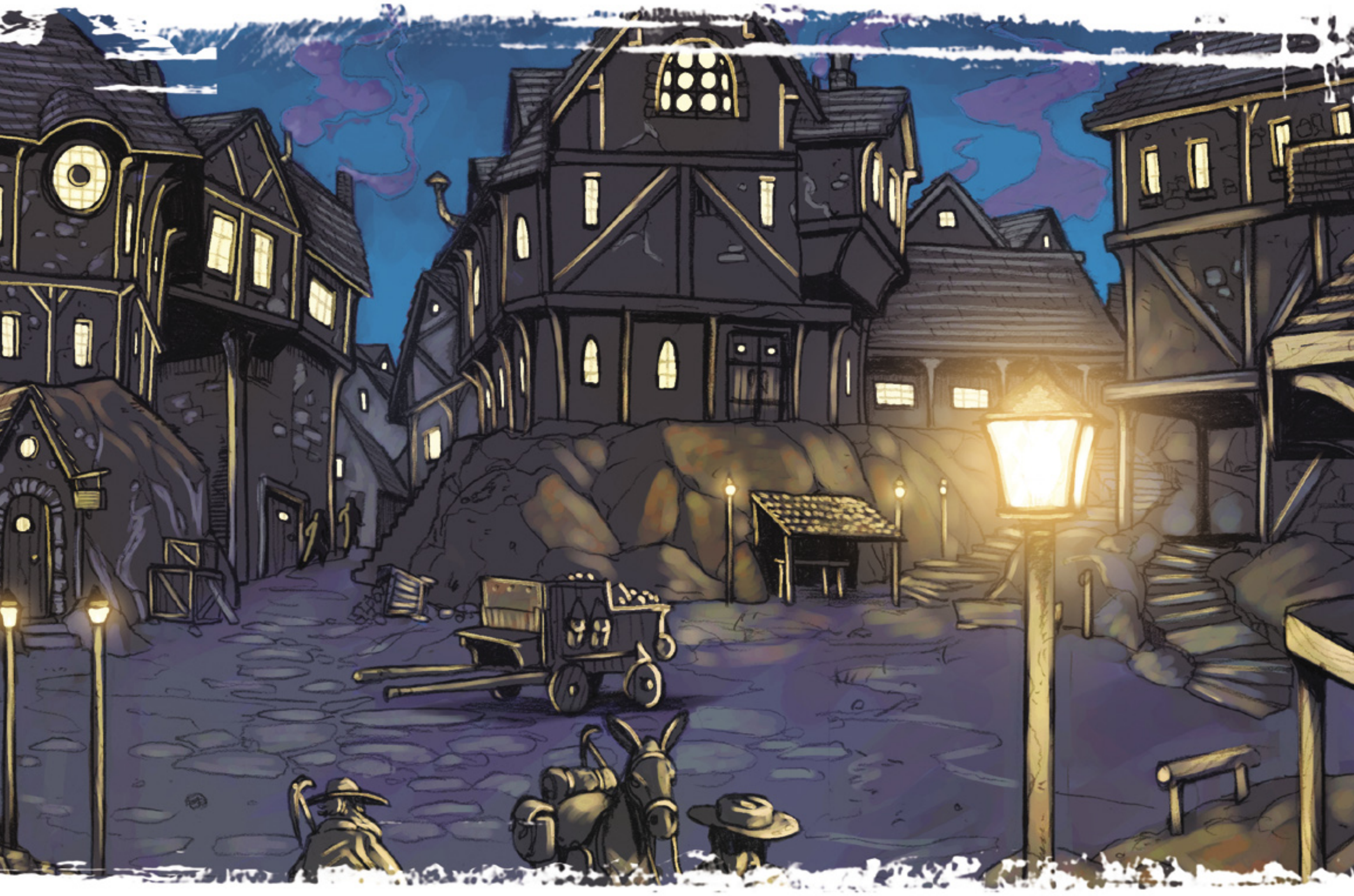
Once Kyuss is again bound into the monolith, reality returns to Alhaster, leaving much of the city in ruins. Redhand's ruler, Prince Zeech, sees that his own advisor Lashonna betrayed him and led his people to ruin. Privately, he remembers the part of him that was once a paladin, and decides that the kingdom would be better in the hands of its saviors. Prince Zeech challenges the most able member of the party to a public duel for leadership of Redhand, to be undertaken in Alhaster's public forum. Before a crowd of thousands, Zeech throws the match, willfully taking a fatal blow from his PC opponent. Before collapsing, he recants his evil ways and urges the PC to take better care of his people than he was ever able to do.

The PCs end the Age of Worms Adventure Path as leaders of the independent nation of Redhand. Where they go from there is entirely up to them.



Diamond Lake

BY ERIK MONA
BY CHAD DU LAC & JIM ZUBKAVICH
BY ROBERT LAZZARETTI



At a perfumed arcade known as the Emporium, Governor-Mayor Lanod Neff rubs shoulders with common laborers awaiting an appointment in the Veiled Corridor. In an adjoining antechamber, snakes and exotic dancers gyre to a sonorous weave of cymbals and seductive pipes. A floor below, a gaggle of grasping miners presses against the windowed door of a darkened cell, impatient for a glimpse of a two-headed calf.

Out in the street, a gang of rowdies screams obscenities at a crumpled halfling, kicking it as if scrambling for a ball. Their drunken laughter echoes off shuttered windows and bolted doors.

In a tower-flanked fortress across the shadowy square, filthy men with nothing to lose shout hymns to St. Cuthbert, clutching to their idealism and principles like cornered animals. Their wild-eyed chief minister smiles as he draws a cat-o-nine-tails across his bare back, awash in their adulation and the spirit of his god.

But it's just another night in Diamond Lake.

The Age of Worms Adventure Path opens in the small mining town of Diamond Lake, where desperate folk toil in lightless depths for a pittance while corrupt mine managers live in relative largesse, ruthlessly scheming to undermine one another and protect their piece of the action. Most residents of Diamond Lake can be categorized into two groups: those with nowhere else to turn and those who have come to exploit them.

A garrison of sixty militia soldiers stands ready to defend the mines from bandits and rogue lizardfolk from the southern swamps. Rival cults share the same flock of potential converts only because the timing is not yet right for outright warfare. They muster their forces for the coming battle. Things are not safe in Diamond Lake, and a right-thinking person would have every reason to want to get out of town as soon as possible.

Enter the player characters. In the Age of Worms Adventure Path, all of the players begin play as residents of Diamond Lake who share one common goal—escaping to a better life once certain financial obligations have been met. This motivation binds the party on its first all-important adventure, and the character of Diamond Lake, as well as the portentous events that will occur there, will resonate in the lives of the PCs throughout every stage of the campaign.

A detailed section at the end of this article provides suggestions on how to integrate the player characters into Diamond Lake and how to use the town as a launching point for the Age of Worms Adventure Path (or any other D&D campaign). But first, unfold the map provided with this issue of *Dungeon* and get familiar with your new home.

Diamond Lake in Brief

Diamond Lake nestles in the rocky crags of the Cairn Hills, three days east of the Free City to which it is subject. Iron and silver from Diamond Lake's mines fuel the capital's markets and support its soldiers and nobles with the raw materials necessary for weapons and finery. This trade draws hundreds of skilled and unskilled laborers and artisans, all hoping to strike it rich. In ages past, Diamond Lake boasted an export more valuable than metal in the form of treasure liberated from the numerous tombs and burial cairns crowding the hills around the town. These remnants of a half-dozen long-dead cultures commanded scandalous prices from the Free City elite, whose insatiable covetousness triggered a boom in the local economy. Those days are long gone, though. The last cairn in the region coughed up its treasures decades ago, and few locals pay much mind to stories of yet-undiscovered tombs and unplundered burial cairns. These days, only a handful of treasure seekers visit the town, and few return to the Free City with anything more valuable than a wall rubbing or an ancient tool fragment.

In the hills surrounding the town, hundreds of laborers spend weeks at a time underground, breathing recycled air pumped in via systems worth ten times their combined annual salary. The miners are the chattel of Diamond Lake, its seething, tainted blood. But they are also Diamond Lake's foundation, their weekly pay cycling back into the community via a gaggle of gambling dens, bordellos, ale halls, and temples. Because work in the mines is so demanding and dangerous, most folk come to Diamond Lake because they have nowhere else to turn, seeking an honest trade of hard labor for subsistence-level pay simply because the system has allowed them no other option. Many are foreigners displaced from native lands by war or famine. Work in a Diamond Lake mine is the last honest step before utter destitution or crimes of desperation. For some, it is the first step in the opposite direction: a careful work assignment to ease the burden on debtor-filled prisons, one last chance to make it in civil society.

The Rival Adventurers

Auric (N male human fighter 5): The human gladiator Auric wears a unique red and black leather girdle topped with the representation of a haunted female face—the Champion's Belt of the Free City Arena. Auric fancies himself the leader of the trio, but he's very susceptible to Khellek's poisoned whispers and diabolical insight. Assuming he survives, Auric will later encounter the PCs when they do battle in the Free City Arena.

Khellek (NE male human wizard 5): This balding, dark-haired human wizard wears a high-collared red cape fastened with a skull clasp over a green jerkin and pants. His receding hairline reveals his advancing age, as do the white streaks at his temples. Khellek belongs to the Seekers, an untrustworthy organization of corrupt archeologists and adventurers who seek knowledge regardless of the cost. He recently heard a rumor of a new chamber discovered in an allegedly "empty" tomb elsewhere in the Cairn Hills, and has maneuvered the trio to Diamond Lake to seek out similar riches. Conventional wisdom suggests that all of the cairns were completely plundered decades ago, but Khellek has never considered himself conventional.

Tirra (N female elf rogue 5): The vivacious Tirra is in the adventuring life for the money, and is a member in good standing with the Free City's notorious Guild of Thieves. The way the PCs treat Tirra in Diamond Lake will have implications later in the Adventure Path, when the PCs visit the Free City and get a chance to meet members of that guild face-to-face.

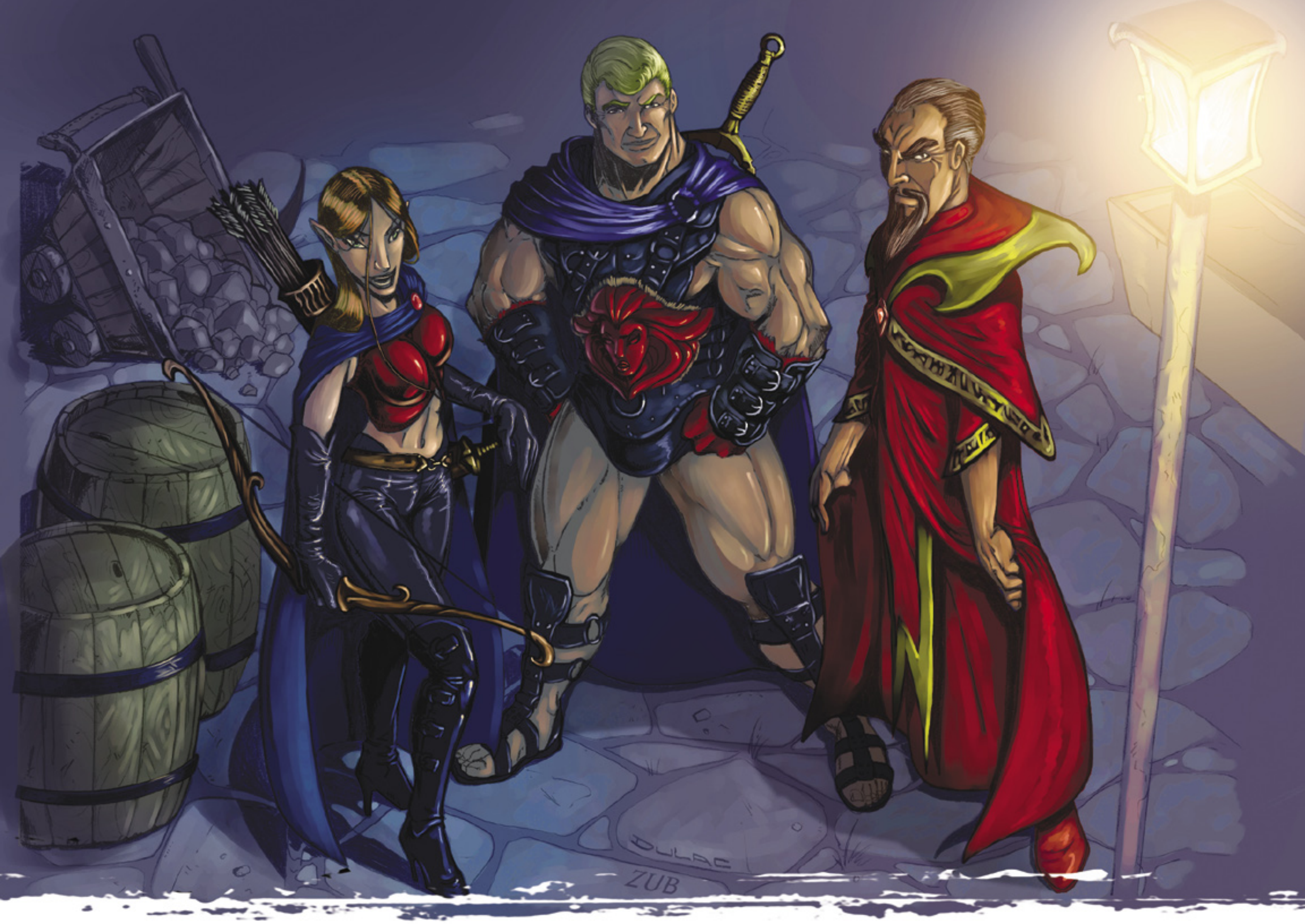
Despite its squalor, Diamond Lake is crucial to the Free City's economy. The city's directors thus take a keen interest in local affairs, noting the rise and fall of the managers who run Diamond Lake's mines in trust for the government. The city's chief man in the region is **Governor-Mayor Lanod Neff** (NE male human fighter 6), a lecherous philanderer eager to solidify his power and keep the mine managers in line. Neff exerts his capricious will via the agency of the grandiloquent **Sheriff Cubbin** (NE male human fighter 5), a man so renowned for corruption that many citizens assumed the announcement of his commission was a joke until he started arresting people.

The alliance between the governor-mayor and his pocket police might not be enough to cow Diamond Lake's powerful mine managers, but Lanod Neff holds a subtle advantage thanks to the presence of his distinguished brother, the scrupulous **Allustan** (N human male wizard 8), a wizard from the Free City who retired to Diamond Lake five years ago. None dare move against Neff so long as Allustan is around.

Instead of scheming against the government, Diamond Lake's six mine managers plot endlessly against one another, desperate to claim a weakened enemy's assets while at the same time protecting their own. While they are not nobles, the mine managers exist in a strata above normal society. They consider themselves far above their employees, many of whom are indentured or effectively enslaved as part of a criminal sentence. The miners' loyalty tends to map directly to the working conditions, pay, and respect offered to the miners by their wealthy masters.

The most ambitious and manipulative mine manager in Diamond Lake is **Balabar Smenk** (CN male human rogue 7), a disquieting schemer who hopes to gain a monopoly on the town's mining patents by forcing his enemies into bankruptcy and offering to buy their claims at the last minute for coppers on the gold piece.

But Smenk's most dubious plots seem like petty crime in light of the current activities of another mine manager, **Ragnolin Dourstone** (LN male dwarf expert 6), a dwarf of formerly unimpeachable ethics who has fallen under the sway of a terrible cult called the Ebon Triad.



The Triad hopes to merge the deities Vecna, Hextor, and Erythnul (or three other evil gods appropriate to your campaign) into an unthinkably powerful overgod. A chamber carved in ancient times below the town might prove to be vital to this diabolical plot, but before the great god of darkness may take form, certain preconditions must be met. Most importantly, Ebon Triad liturgy suggests that the overgod may rise only during an era of darkness, decay, and writhing doom. This is the Age of Worms, and it's starting in Diamond Lake.

Diamond Lake (small town): Conventional; AL N; Population 1,023; 800 gp limit; Assets 40,920 gp; Isolated (96% human, 2% halfling, 1% gnome, 1% other races).

Authority Figures: Governor-Mayor Lanod Neff (NE male human fighter 6); Balabar Smenk, mine manager (CN male human rogue 7); Chaum Gansworth, mine manager (N male human rogue 4); Ellival Moonmeadow, mine manager (CN male elf bard 4); Gelch Tilgast, mine manager (N male human expert 6); Luzane Parrin, mine manager (N female human rogue 3); Ragnolin Dourstone, mine manager (LN male dwarf expert 6); Sheriff Cubbin (NE male human fighter 5); Tolliver Trask, garrison commander (LN male human warrior 10).

Map Key

Diamond Lake crouches in the lowland between three hills and the lake itself, a splotch of mud, smoke, and blood smeared across uneven terrain marked by countless irregular mounds and massive rocks. The oldest buildings pack the lakeshore, where fishing vessels once docked and stored their impressive catches. That commerce has abandoned the town entirely, for the shining waters that once gave Diamond Lake its name are now so polluted as to make fishing impossible. Many old warehouses have been converted into cheap housing for miners and laborers, and no one is safe outdoors after dark. As one walks north along the streets of Diamond Lake, the buildings become sturdier and the spirits of their inhabitants likewise improve. A great earthen road called the Vein bisects the town. With few exceptions, those living north of the Vein enjoy a much better life than the wretches living below it.

All of the town's social classes congregate in the Vein's central square. Roughly every two weeks, someone in the town upsets someone else so greatly that the only recourse is a duel to the death at the center of a ring of cheering miners. The bookmakers of the Emporium and the Feral Dog do brisk business on such occasions, which tend to draw huge crowds. On less violent nights, the square is still home to a thousand pleasures and poisons; if Diamond Lake is a creature, the Vein's central square is its excitable, irregular heart.

The following short descriptions cover key locations found on the Diamond Lake poster map provided with this issue of DUNGEON. Note that several buildings do not have numbers, and can easily stand in for any locations not listed below.

The Mine Managers

Balabar Smenk (CN male human rogue 7): A corpulent elemental of corruption and bad taste, Balabar Smenk lords his political clout over everyone in Diamond Lake save the governor-mayor and garrison commander, whom he privately mocks. Smenk has wrestled four mines into his possession in the last 10 years, and has designs upon the rest. A coven of sycophants and hired goons surrounds him at all times. Rumors suggest that he has powerfully connected friends in the Free City.

Chaum Gansworth (N male human rogue 4): Diamond Lake's youngest mine manager is also its most cautious. He's sympathetic to the appeals of his paramour Luzane Parrin to join her and Gelch Tilgast in an alliance against the spreading influence of Balabar Smenk, but his inherent pragmatism suggests that even together they may not be strong enough to hold back the inevitable. Gansworth coldly views Parrin as a political tool, and would sell out the whole alliance to Smenk if he could only trust him. For now he refuses to take sides.

Ellival Moonmeadow (CN male elf bard 4): Regulars at Lazare's gaming parlor know this reclusive elf as "The Prince," since he is a minor noble from the distant elven realm of Celene, a land so fabled it might as well be imaginary as far as most of Diamond Lake's residents are concerned. Moonmeadow remains aloof from the affairs of the human mine managers, and sees their iron-based operations as more vulgar than his local silver monopoly.

Gelch Tilgast (N male human expert 6): Ten years ago, the aging Gelch Tilgast held the reins of Diamond Lake's ore trade, a position he'd enjoyed most of his life. Then Balabar Smenk and his boundless ambition came to town. In his youth, Tilgast would have relished the challenge, but he didn't move fast enough to block Smenk's ascent, which has led directly to his own decline. Tilgast currently fuels enormous energy into building an alliance against Smenk that includes Luzane Parrin and a handful of weak mine managers from the neighboring towns of Steaming Springs and Blackstone.

Luzane Parrin (N female human rogue 3): As the yield of her mines faltered in the last decade, so faltered the fortunes of Luzane Parrin, inheritor of her mother's proud legacy as one of the town's wealthiest managers. First, a humiliated Parrin discharged her house staff. Then she scornfully sold her demesne to Balabar Smenk, who had rudely courted her for years despite the fact that she was married. Two years ago, her husband died mysteriously. She now clings to a hopeful relationship with Chaum Gansworth and a political alliance with Gelch Tilgast as the last defenses against Smenk's disgusting advances.

Ragnolin Dourstone (LN male dwarf expert 6): About 50 years ago, Ragnolin Dourstone left his clan home in the halls of the dwarven stronghold of Greysmere after intentionally collapsing part of his family's mines in return for a hefty bribe from a competing human mining consortium. His greed and lust for power drove him to establish several mining operations in the area, with the most lucrative centered in Diamond Lake. As his career improved he came into contact with a cadre of strangers from out of town, evil cultists who forced Dourstone to provide them sanctuary in one of his mines in exchange for their silence about his complicity in the Greysmere disaster. Exploration of this cultist stronghold comprises the bulk of "The Three Faces of Evil," the second Age of Worms adventure.

1. The Emporium

Every week, hundreds of miners boil up from the depths, their pockets lined with freshly earned coin. The Emporium exists to separate the men from the money, and at this it is paramount among Diamond Lake's diverse businesses. Ten years ago it was simply Zalamandra's, one of a dozen vice dens along the Vein. Its ill fortunes changed the day its charismatic young madam seduced Professor Montague Marat, proprietor of a traveling sideshow and curiosity collection passing through Diamond Lake. The two soon joined forces, and a cavalcade of freaks and eccentrics moved into the building's lower floor. Thus was born Zalamandra's Emporium, and Diamond Lake has never been the same.

Upon entering, visitors encounter a small desk station manned by a grinning, businesslike attendant named **Gaspar** (N male human rogue 2). The thin, balding man smiles wryly at all times, a gesture accentuated by his upcurled moustache. The house charges three coppers for access to the "Gallery of Science" along the first floor's central corridor, and three silver for access to the lushly decorated upper floor, which features a large gaming hall, an exclusive entertainment club, and the infamous Veiled Corridor, where any pleasure may be obtained for the right price.

The private chambers of the Veiled Corridor are frequented by the community's elite, including the governor-mayor, sheriff, most of the mine managers, and several prominent merchants. **Zalamandra** (CN female human rogue 7) does not tolerate blackmailers among her staff, but nonetheless keeps a mental file of the predilections and preferences of all of her prominent customers, silently wielding this knowledge as an anvil over the heads of potential political enemies. That she has not yet been assassinated is a tribute to her considerable political skills and to the shielding influence of Professor Marat's motley assembly of living oddities.

Although the professor himself abandoned Diamond Lake three years ago, nearly a dozen of his former employees remain at the Emporium, making more money here than they ever did on the road. Foremost among these nonesuches is the affable **Shag Solomon** (N male quaggoth aristocrat 6), an aristocratic shaggy "wild man" from the northern pine forests. Solomon's vicious teeth and jagged claws contrast with his shabby gentleman's garb and cultured demeanor. When not on display, he frequents the opium lounge upstairs, where the wealthier patrons adore his clever stories.

Other attractions include the misshapen contortionist **Tom Shingle** (CN male boggle rogue 4), the combustible magician **Ariello Klint** (CN male halfling sorcerer 3), a two-headed calf named Esmerelda, Jr., and the alluring **Chezabet** (CG human female bard 4), who reads fortunes using a replica *deck of many things.*

The Emporium offers several rotating games of chance, with the most popular being dragonfire (an ante-based card game), norebonne (a polyhedral dice game), and a contest known simply as the Rat Game, in which four rats scurry to be the first through an open-topped maze. When the winner reaches the labyrinth's central chamber, an attendant injects it with a serum that immediately triggers a rabid frenzy. At this time, four doors built into the sides of the maze slide open, revealing four Tiny spear-wielding jermaline (*Monster Manual II*, 131). Patrons wager on all aspects of the ensuing melee.

Folk of all social classes flock to the Emporium throughout the day and night, so the place makes an excellent staging ground for a chance encounter with an important NPC. Because Zalamandra tolerates absolutely no conflict within her walls, even sworn enemies must treat each other respectfully in the Emporium or risk the attentions of **Kurlag** (N male half-ogre fighter 4), the establishment's imposing bouncer.

2. Lazare's House

Those seeking a relatively cultured nightspot often congregate at Lazare's House, a cozy gaming parlor situated on the Vein's central square. In contrast to the ostentatious banners and garish chipped paint on the Emporium across the street, Lazare's exudes a quiet sense of class with a stylish stone and timber construction and distinctive crooked-peaked roof. Inside, Diamond Lake's elite match wits over dragonchess, a popular game in which two sides of 42 pieces contest over three 96-square boards representing the sky, the earth, and the underworld. Pieces include the griffon, sylph, oliphant, basilisk, hero, thief, and paladin. Scholars claim that the game is a metaphor for the celestial struggles of fundamental law, chaos, good, and evil. In Diamond Lake, it's principally another justification for gambling.

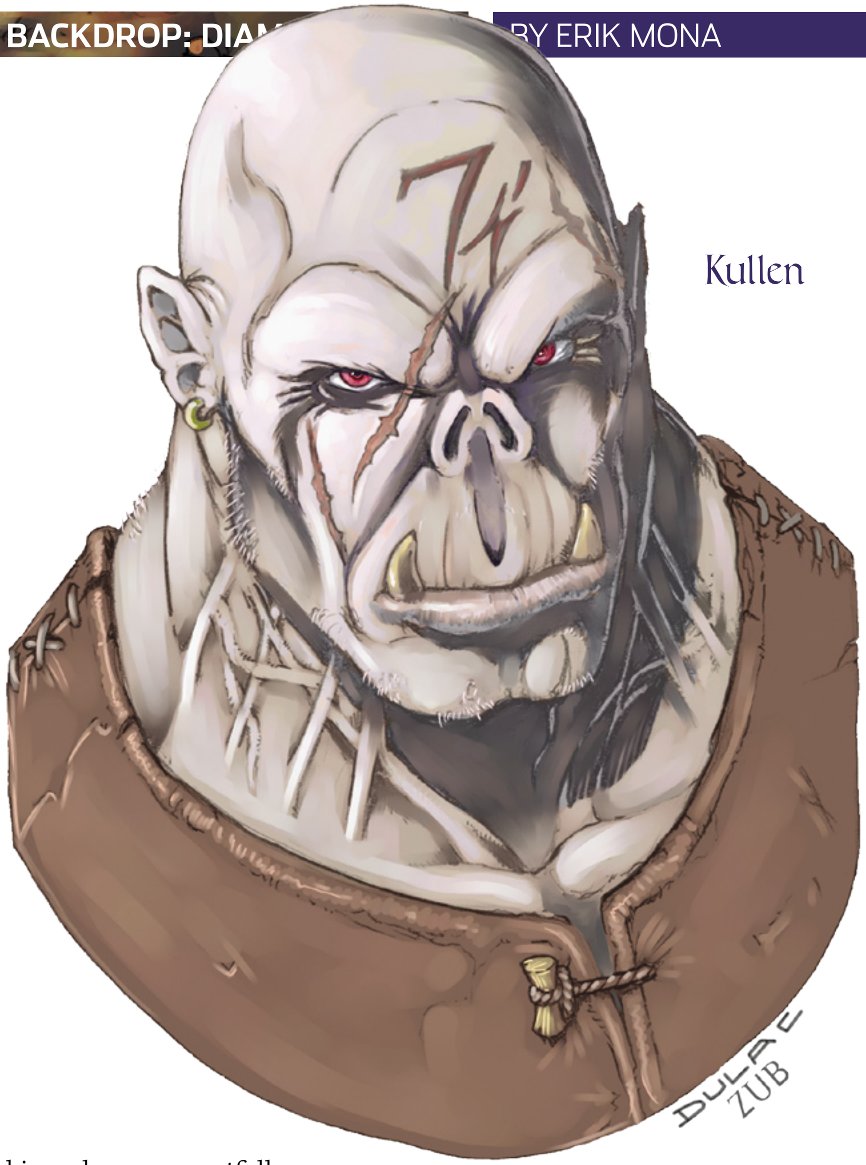
A central hearth, constantly stoked to comfortable warmth by the courteous staff, serves as the hub of a roughly circular interior. Along the ring, eight alcoves offer an excellent location for private conversation or even romantic trysts. Each alcove is a half-moon of posh benches encircling a rectangular table bearing a special built-in dragonchess board. Visitors are expected to bring their own pieces, but may rent a house set for 2 gp. This fee effectively keeps out the riff-raff, making Lazare's a haven for visiting dignitaries and Diamond Lake's upper class.

A game of dragonchess takes a full hour and is played conversationally. Many casual players prefer the discussions to the game and play accordingly. Others dedicate considerable passion toward memorizing strategies and perfecting surprise traps and feints. To resolve a dragonchess game, both players make an opposed Profession (gambler) skill check. Characters with 5 or more ranks in Bluff, Diplomacy, or Intimidate receive a cumulative +2 synergy bonus on this check for each appropriate skill. Wagers of up to 100 gp can be found on any given night, but most tend to be of the 5–10 gp variety. **Lazare** (NG male human rogue 4; Profession [gambler] +9) frowns on side bets by non-players, but not so much as to ban the practice. Some of the more avid players (including all of the mine managers and Lazare himself) politely refuse to accept the challenge of anyone who lacks their own dragonchess pieces, valued at 50 gp or more. The game attracts dilettantes and devotees, but the two groups seldom mix.

Lazare himself was a dragonchess champion in the Free City some 20 years ago, and used ample winnings gained there to purchase a mine in the hills northeast of Diamond Lake. He and his family moved to the village and a new life as mine managers, but failed to anticipate the desperate, appalling politics of the mud-soaked mining town. Within three years, Lazare was all but bankrupted, forced to sell his mine to Balabar Smenk (whom the usually serene chessmaster still hates with undisguised passion). Lazare blames Smenk for the death of his beloved wife, who grew gravely ill at the height of the ownership struggle. Lazare cherishes his daughter, **Dannath** (NG female human aristocrat 2), who reminds him of his lost love and the stakes of Diamond Lake politics.

Lazare swiftly allies himself with anyone who makes an overt move against Balabar Smenk, but he does so cautiously and without fanfare. He summons them to his parlor for a private audience, during which he attempts to gauge their abilities and reasons for moving against Smenk. If his attitude is changed from friendly to helpful during this encounter, Lazare contacts the PCs a week later and again summons them to his establishment. This time, he takes the PCs on a circuit of the gaming alcoves, where he introduces them to Gansworth and Parrin. The female mine manager stays silent during the encounter, but Gansworth challenges one of the PCs to a game of dragonchess. If the PC manages to beat him (Profession [gambler] +5), he invites the group to his restaurant, the Rusty Bucket (area **25**), to propose a formal alliance.

Another unusual patron is **Khellek** (NE male human wizard 5), leader of the trio of Free City adventurers currently exploring the empty Stirgenest Cairn outside Diamond Lake. Khellek makes a point to challenge any seemingly worthy opponent, using the game as a pretense to pump natives for information on nearby tombs. Khellek wears a simple silver ring on the third finger of his right hand. The face of this ring bears an eight-pointed star symbol, and is identical to the ring found on the finger of the ghoulish Ulavant in area **21** of "The Whispering Cairn." Both Ulavant and Khellek belong to a secret society of unscrupulous archeologists and pseudohistorians called the Seekers, and if Khellek sees a PC with the ring he assumes that PC is also a member. At the sight of the ring, Khellek arches



Kullen

his eyebrows respectfully and says "Revelation comes also in darkness." When the PC does not respond with the appropriate "Thus darkness is also light," Khellek grows suspicious and changes the subject, convinced that the PCs have stolen the ring from another Seeker. He begins pestering them about how they came across the trinket. If told about the Whispering Cairn, Khellek gathers his companions Auric and Tirra and sets out to plunder its riches for himself.

3. The Feral Dog

Since both Lazare's and the Emporium charge a small fee for entry, Diamond Lake's poorest laborers must turn to a collection of run-down ale halls with more sullied reputations. The busiest by far is the Feral Dog, a sleazy tavern on the Vein's central square. Every night and especially when the workforces of several local mines let out at the same time, cheering laborers within the bar scream obscenities and wave betting vouchers over two dogs in a lethal pit fight. No one savors the tinny ale, but the place is more about camaraderie, bravado, and desperation than about expecting exemplary quality or service.

A gang of criminals indentured to the corrupt mine manager Balabar Smenk casts a broad shadow over the Feral Dog's squalid taproom. The patrons know from experience to respect the word of **Kullen** (NE male half-orc barbarian 3), the silently seething albino half-orc who leads the motley band with little tolerance for insolence and a powerful backhand. The PCs cross paths with Kullen and his subordinates in "The Whispering Cairn."

Arguments commonly erupt at the Feral Dog, especially during the dogfights, when betting often grows contentious and even violent. About once a month, a drunk miner falls or is pushed into the thrashing dogpit, with predictably tragic results. During the worst brawls, someone usually gets knifed. A festering garbage pit in the sharp crags behind the building is said to hold the corpses of as many humans as dogs.

In addition to a rotating cast of criminals and oblivious visitors from out of town, the Feral Dog draws its share of thrill-seekers and scrappers, honest folk who thrive on danger and excitement. Among them is a sleek, self-assured elf named **Tirra** (N female elf rogue 5; +7 ranged attack) who flirts confidently with handsome patrons and who dominates all takers in the bar's contentious dagger tossing contest. Tirra makes pleasant conversation with anyone who approaches her, but she takes a real interest only in men who ask to join in one of her games.

The dagger contest consists of three rounds, during which an unlimited number of contestants take turns throwing a house-provided dagger into a large wooden target on a wall 25 feet away. The target consists of two wide concentric rings around a central circle. All players agree upon a common wager (3 sp is typical, but Tirra likes to push her opponents as far as she thinks she can). In the first round, each contestant attempts to strike within the largest ring, requiring a ranged attack against AC 10. Anyone who fails to do so is eliminated. In subsequent rounds, contestants attempt to strike within the inner ring (AC 15) and the central circle (AC 20). The last contestant to resist elimination wins the pool, with play focusing on the central circle until only one player is left.

Tirra befriends any character who at least shows promise in the dagger game, and confesses that she is among the adventurers from the Free City currently exploring the Stirgenest Cairn across Diamond Lake (see "The Whispering Cairn"). If a PC so much as mentions exploration of the Whispering Cairn, Tirra subtly invites the character next door to Lazare's House, where she introduces her associate, Khellek. This encounter could trigger a rivalry that lasts throughout the Age of Worms Adventure Path.

4. Church of St. Cuthbert

Each of the establishments along the Vein's central square trade in the exploitation of human vice or false hope, and the tower-flanked Church of St. Cuthbert is certainly no exception. Within this austere stucco structure, the poorest of Diamond Lake's poor huddle in a torch-lit sanctuary listening to the fiery sermons of **Jierian Wierus** (LN male human cleric 7), a bombastic orator whose populist rants appeal to the best virtues and values of the common man while at the same time preying upon their fears and superstitions. Wierus endlessly preaches a creed of common sense, honesty, and self-sacrifice, encouraging his faithful to give penance to St. Cuthbert by whipping themselves in repetitive acts of self-mortification. His growing cult, now some 150 strong, gives succor to the dregs of Diamond Lake society and is seen as a menace by the town's mine managers, government, and other religious figures. Many claim that the flagellants seem to follow Wierus as much as they do St. Cuthbert, and it is only because the charismatic firebrand somehow keeps his followers from breaking the law that his sect has been allowed to thrive.

Wierus spends most of his time in seclusion, writing sermons and communicating with his god during intense self-flagellation sessions. Rarely, he pays a personal visit to Jalek's Flophouse (area **9**) to evangelize directly with his flock, usually attracting a dozen or more new converts to his cause each time. Because he is so frequently absent, PCs visiting the church for healing must deal with a secondary acolyte such as the scrupulous **Hameneezer** (LG male human cleric 3), a hard-working cleric who manages the day-to-day affairs of the church facility and who can nearly always be found within. After religious ceremonies, Hameneezer often soaks the congregation's congealing blood into rags, which are later sold as holy relics of the faith. Hameneezer and an assortment of 1st-level acolytes also offer healing potions and spellcasting services to the general public at standard rates. Members of the flock receive these boons for half price, so Cuthbert's faithful constantly drone on about the value of regularly attending church services.

Wierus performs three sermons a week; each fills to capacity at least an hour before the high priest arrives and is a rambunctious affair. Not all devotees whip themselves into religious fervor, but enough do that those who abstain mark themselves as outsiders. Wierus views new arrivals as thrilling challenges, and tailors his sermons to first-time visitors, urging them to join his growing congregation and reclaim Diamond Lake under the banner of community and strong values. "Dark times is coming," he says, eyes afire. "Writhing times. You best be ready when the clouds snuff out the sky."

5. Tidwoad's

Sooner or later, characters looking to sell loot discovered in the Whispering Cairn will cross paths with **Tidwoad** (LE male gnome expert 5), a cantankerous jeweler with a meticulously arranged shop located on the Vein's central square. Tidwoad's is as close to a bank as one can find in Diamond Lake, and the gnome keeps several small vaults in the crawlspace below his workshop. He maintains an illusory collection of his finest gems in a showroom display case, boasting that his establishment is completely theft proof. A shield guardian named Festus helps to keep the gnome's theft-free streak alive with powerful stone fists and a constant focus on protecting the shop.

Tidwoad hails from Grossetgrottel, a gnome warren several days to the northwest. He looks more favorably upon gnomes than upon members of other races, whom he considers oafish or overly delicate. He hosts 1d6 gnomish lodgers in the apartments above his workshop. These rooms enjoy an exterior staircase to the street level, and do not attach to the main-floor workshop.

The gnome jeweler charges a 5% exchange tax on all gems traded for coins, and will buy non-gem valuables at 30–50% their true worth, depending upon the persuasiveness of his clients. Tidwoad frequently paces upon the surface of his business counter, exclaiming that his customer's efforts to get a better deal will drive him into a debtor's prison. He reports news of any significant items to both Balabar Smenk and Chaum Gansworth, who keep the gnome on a retainer to look out for possible marks with more valuables than good sense.

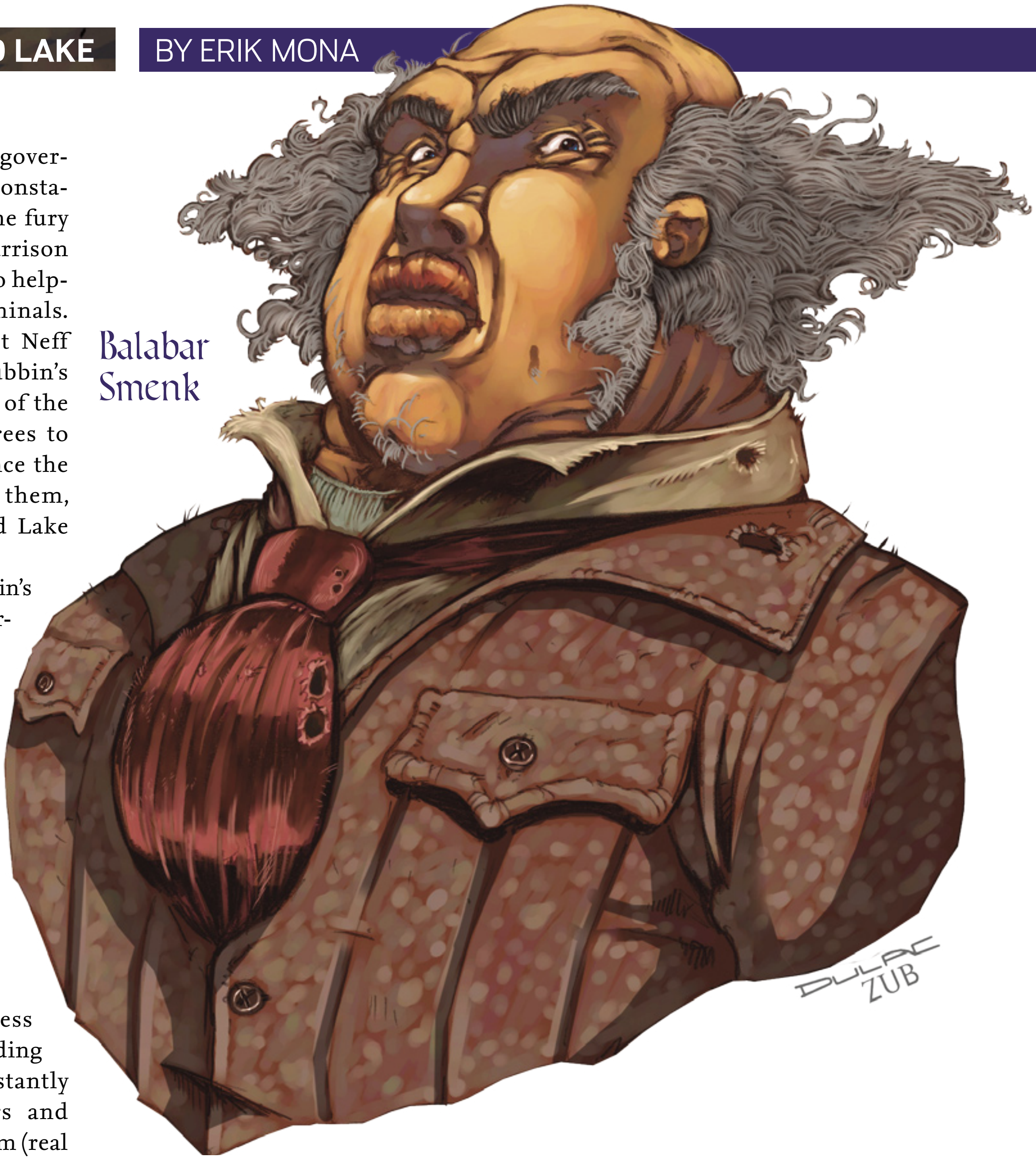
6. Sheriff's Office

When a barroom brawl gets out of hand or when visitors threaten to upset the balance of power in Diamond Lake, Governor-Mayor Lanod Neff relies upon the discretion and agency of his private police force, assembled from a collection of corrupt watchmen gathered during Neff's youth as a watch captain in the Free City. Nearly all of them were drummed out of service in the capital due to some indiscretion, but each maintained a hold over municipal authorities (often in the form of potential blackmail fodder) strong enough to ensure that they were not bounced from the service entirely, but instead reassigned to Diamond Lake.

Led by a boisterous alcoholic named **Sheriff Cubbin** (NE male human fighter 5), the six thugs who comprise the constabulary see to the general safety of the town and ensure that Neff's schemes go off without a hitch. They take a keen interest in unusual visitors and in the dealings of the town's mine managers, Balabar Smenk and Gelch Tilgast in particular. The police don't care one bit about crimes committed against the mine managers' agents, but decorum insists that they persecute overt crimes committed against the managers themselves to the full extent of the law.

Should the player characters come into conflict with Sheriff Cubbin or his right-hand man, **Deputy Jamis** (NE male human fighter 3), they find the constables eminently bribable and subtly hostile. They like things the way they are in Diamond Lake, and don't appreciate anyone upsetting the balance of power unless their actions explicitly benefit the governor-mayor. If the PCs kill a constable, they must contend with the fury of Lanod Neff, who presses Garrison Commander Tolliver Trask into helping him hunt down the criminals. Despite his misgivings about Neff and his strong dislike for Cubbin's cadre, Trask remains an agent of the Free City, and reluctantly agrees to assist the governor-mayor. Once the garrison has turned against them, the PCs find life in Diamond Lake extremely difficult.

The Sheriff's Office off the Vein's central square contains living quarters for all six constables and a twelve-cell jail filled with a motley assembly of drunks and maniacs. Picking the sturdy cell door locks requires a DC 15 Open Lock check. Two deputies (N male human fighter 2) guard the cells at all times, and can raise an alarm bell that summons two more within 1d4 minutes.


Balabar Smenk

7. General Store

Running a successful business in Diamond Lake means avoiding entanglements with the constantly maneuvering mine managers and scrupulously avoiding favoritism (real or perceived). No merchant better understands this reality than **Taggin** (N male human expert 4), the amiable master of the town's largest general store. Tables line the walls within, stacked high with rope coils, lanterns, bottles, gloves, and gear. Wagon wheels rest against barrels filled with nails or candles. The inventory includes most common adventuring gear, and Taggin cheerfully offers to special order anything he does not have in stock from the Free City, a process that "usually takes about a week." He's even willing to procure especially rare items such as spell components for a 15% mark-up on the standard price. If a PC ever explains why he needs a specific item or makes any comment about adventuring or illegal activity, the handsome shopkeep holds out his hands and politely shakes his head. "Your business is your business," he says with a smile. "Wouldn't be right for me to overhear." Taggin is just shy of middle age, but dresses somewhat stylishly for his class. He has a handlebar mustache and full, receding blond hair. He treats women of any race with exceptional politeness.

8. The Hungry Gar

Guld Tortikan (NG male human expert 2), head chef at the Hungry Gar, claims to serve the finest meal on the Vein. He is mistaken.

9. Jalek's Flophouse

When the lake turned foul, Diamond Lake's modest fishing industry fled the town, leaving a wake of empty warehouses and bankrupted fishers. Some of these warehouses became stockades for mine managers, packed with raw ore and letters of credit from the Free City and beyond. Others fell to ruin and became infested with squatters and addicts. Jalek's Flophouse, situated on Front Street within smelling distance of the lake, is the town's most famous warehouse, as it houses nearly a hundred pitiful indigents fighting off destitution with a handful of copper. A rotting wooden framework within supports a lurching, mazelike second floor, where every step brings an alarming creak and the walls thrum with muffled conversation. Lodging is 5 coppers a night, paid to a massive, helmeted mute named **Golot** (NE half-orc barbarian 3). The brute pummels those who do not pay until they flee or die. No one has an address at Jalek's—the room you have is the room you can keep. Most rooms lack doors, let alone locks, but the shifting inhabitants and the chaotic layout of the upper floor makes it one of the best places to disappear in all of Diamond Lake. The landlord **Jalek** (NE male halfling rogue 2) lives in a rooftop apartment and is seldom seen. The Cuthbertine flagellant Jieran Wierus frequently visits the flophouse, where he recruits a growing tide of converts.

10. Smenk Residence

Balabar Smenk lives in a sodden old mansion a century past its prime. Three thugs (N male human warrior 2) patrol the streets around his home, warning anyone they see to go away with a sneer and the brandishing of a lead pipe. Despite these precautions, Smenk's front door is always wide open, fulfilling an old public promise that he would always be available to his miners. No one dwells within the wide halls beyond the front door, for three great bestial apes prowl the outer corridors, chained to a rail that runs through all the rooms, within reach of nearly everywhere. The dire apes attack all visitors who do not reek of Smenk's personal cologne, an odious needlefolk extract from the distant south.

11. Deepspike Mine

When former political allies in the Free City grew uncomfortable with their relationship with Balabar Smenk, they contrived to grant him the near-worthless deed to this failing mine, necessitating that he leave the capital to personally see to his affairs. Smenk swiftly squeezed the last ore from the mine and used the profits thus generated to launch an extensive blackmail operation aimed at consolidating his power in Diamond Lake by forcing other mine managers out of business and pressing his embarrassed friends in the Free City's government to re-assign the deeds to the failing operations to him. He now uses this abandoned mine only for storage and occasionally to disappear the body of a slain enemy. It is protected by a padlock on an iron door (Open Lock DC 20).

12. Garrison

Centuries ago, long before the foundation of the Free City, a petty lord commanded the shores of the lake and the nearby iron ore and silver mines from a sturdy hilltop keep. Today, the refurbished ruin of that keep serves as home to more than 60 members of the Free City Militia, soldiers tasked with patrolling the northern hills, keeping watch over the lizardfolk-infested Mistmarsh to the south, and liaising with halfling, gnome, and dwarf communities in the region.

A third of the soldiers are always out on patrol, a wide circuit of nearby roadways and wildlands that takes them away from Diamond Lake for a week at a time. Remaining soldiers drill, maintain the garrison, hunt, and familiarize themselves with local terrain.

The bored soldiers present rich mining ground for a cadre of clerics and paladins of Heironeous, who provide spiritual and magical aid to the warriors from a stately chapel within the garrison fortress.

Captain Tolliver Trask (LN male human warrior 10), the garrison's aging commander, distinguished himself in a recent war and has the respect of his charges and of the community at large. He cares little about the day-to-day politics of Diamond Lake, and encourages his men to stay out of local business. He sees his job as critical to the defense of the Free City. Diamond Lake is just something that happens to be near his important work.

He supports Governor-Mayor Lanod Neff out of respect for the political process that put him in power, if not for the man himself. He trusts three advisors more closely than any of his other associates. The Heironean chief cleric Valkus Dun (see below) acts as Trask's spiritual advisor and foil. Trask's best friend is **Dietrik Cicaeda** (NG male human expert 4), the middle-aged Chief Cartographer of Diamond Lake. Cicaeda is the region's sole legal authority regarding issues of land ownership, making his journals and maps among the town's most valuable treasures. He and his work thus enjoy the official protection of the garrison's walls and soldiery, and remain safely locked away from the town's manipulative mine managers. Chief Scout **Merris Sandovar** (NG male human ranger 3), lately of the Bronzewood Lodge druidic community three hours northeast of Diamond Lake, rounds out Captain Trask's inner circle.

The complete garrison force consists of 60 soldiers (24 1st-level warriors, 24 2nd-level warriors, and 12 3rd-level warriors). Militia members typically wear leather or chainmail armor and carry a longsword or shortbow. This force is divided into thirds, with each squad led by a lieutenant. These individuals have the ear of Captain Trask and the admiration of their charges. They are **Dobrun Trent** (LN male half-elf fighter 6), **Mikkela Venderin** (N female human fighter 5), and **Trovost Skunt** (LN male human fighter 5), who exploits his authority with regularity and aplomb.

The Chapel of Heironeous

Most of the guards and soldiers serving in the Diamond Lake garrison honor Heironeous as the patron of justice and martial prowess. The Invincible One's temple is little more than a large high-ceilinged chamber within the garrison itself, but it boasts the second largest congregation in Diamond Lake, as well as one of the village's most dynamic personalities in the form of its high priest, Valkus Dun.

Dun came to Diamond Lake two years ago, after the previous high priest vanished under mysterious circumstances. Local gossip holds that Dun once had great prospects in the Free Ciy's immense Sanctum of Heironeous, but that politics saw him exiled to an assignment in squalid Diamond Lake. Nevertheless, Dun took to his assignment with zeal, and the weekly services have taken on an activist spirit. While the garrison commander urges his charges to stay out of local affairs, Dun instills in them a duty to the villagers and urges them to make a difference in the community. The resulting tension, between the garrison commander and Valkus Dun as well as between the Heironean soldiers and the disreputable elements of Diamond Lake (which is to say nearly all of them), is palpable.

A massive wall fresco of a mythic battle between perfect Heironeous and his traitorous half-brother Hextor looms over the chapel's bronzewood altar. The holy image is lit by dozens of guttering torches at night and by several stained-glass windows during the day. Weekly services exhibit a great deal of fraternity and sober, harmonic hymns. They are open to the public (presenting one of the rare chances for non-military folk to sneak inside the garrison), but are dominated by soldiers and guards.

Valkus Dun (LG male human fighter 3/cleric 7) is a tall, handsome man with dark brown hair and long sideburns. His strong brow gives him a serious look at all times. He's almost never seen without his full plate armor and twin swords—one a mighty bastard sword (his favorite) and the other a longsword rumored to bear a potent magical enchantment. Despite his generally serious nature, Dun is quite friendly and likable. He and Jieran Wierus, the Cuthbertine prophet, share several opinions about improving the city but can't stand each other's company.

Velias Childramun (LG male human cleric 4), an aging priest who has lived his whole life at Diamond Lake's garrison, handles most of the healing needs of the complex and sees to the occasional pilgrim seeking the soothing balm of Heironeous. Childramun makes an effective father figure for PC clerics of Heironeous or paladins, and will heal such characters for free provided he has the spells available to do so. Friends are, of course, expected to make a donation to the chapel in exchange for healing services.

Mélinde (LG female human paladin 3) is a charming young warrior priestess who hopes one day to run the Diamond Lake chapel. She is in no hurry to assume the mantle of responsibility, however, and for now is content to act as Valkus Dun's closest personal advisor. She spends most of her time training with the soldiers in the garrison's courtyard, and has a reputation as an excellent swordmistress. Mélinde excels at the game of dragonchess, and whiles away her free time at Lazare's House, where she takes on all challengers. She craves excitement, and might offer her services to a party of adventurers looking for another sword arm or some extra healing. The red-headed woman wears white and blue robes over a slim suit of chainmail.

13. Lakeside Stables

While the common folk of Diamond Lake have plenty of reason to despair of their living conditions, they remain several times more fortunate than the community's horses, who predominantly dwell in the run-down Lakeside Stables under the careful watch of the brutal **Lanch Faraday** (NE male half-elf ranger 2), a portly ostler prone to distressing mood swings. Customers commonly complain of mysterious bruises on their horses, evidence of Faraday's uncontrollable rages. Still, the price is right, and the walls around back keep the horses relatively safe from theft, so no one has yet pressed the issue. Faraday bribes Sheriff Cubbin generously to keep the law off his back. Stabling fees are 5 sp per day.

14. The Midnight Salute

This by-the-numbers house of ill repute caters to the garrison crowd and anyone seeking a less exotic (and less expensive) experience than that offered by the Emporium's legendary Veiled Corridor. Its proprietress, the ravishing **Purple Prose** (NE female elf rogue 3), stresses discretion and decorum with her workforce, but is unaware that one of her best earners, **Constance Grace** (CN female human rogue 1) is an agent in the pay of Governor-Mayor Lanod Neff, who gathers salacious stories about local soldiers, visiting dignitaries, and even three of the powerful mine managers for potential blackmail fodder. Neff foolishly allowed word of these dossiers to surface in an attempt to cow his political enemies, but instead the move is in the process of backfiring. The lovely Constance is unlikely to survive the month, and nearly all of the mine managers have considered a plan to break into Neff's estate and make off with the evidence. These plans uniformly involve contracting a gang of dispensable agents, giving the player characters plenty of opportunity to get involved in the action.

15. The Spinning Giant

When not drilling, sleeping, or on patrol, garrison soldiers flock to this raucous two-story tavern to meet with friends, chant drinking songs, and drown themselves in ale and good cheer. A blue-shingled roof tops filthy white plaster walls. A faded fresco painted on the building's face depicts a dancing imbecilic hill giant in a yellow dress. Patrons must enter and exit via a door positioned between the giant's legs. This is Flailing Felanore, a dim-witted young giantess captured by the garrison militia 40 years ago and "granted" to the proprietor of a favorite watering hole to serve as mascot. The attraction worked, drawing visitors from as far as the Free City to gawk and stare at Felanore's awkward gyrations. Though Felanore died from an outbreak of the Red Death plague nearly 20 years ago, the free-standing circular center stage on which she once pranced remains the most prestigious musical venue in town, if not nearly the most titillating.

Garrison soldiers make up most of the Spinning Giant's regular patrons, with a handful of mine overseers and merchants rounding out the crowd. Most who come here consider themselves honorable, and expect similar conduct from others. They do not tolerate pickpockets, and respond harshly when confronted with a crime in progress. They hold a similar disdain for Diamond Lake's constabulary, and have made it known on many occasions that Sheriff Cubbin and his boys are not welcome on the premises. Nor do they welcome Diamond Lake's poor, including most miners. Regular patrons routinely "suggest" that riffraff instead visit one of Diamond Lake's other fine establishments. Soldiers act with bravado in these encounters, knowing that most of the Spinning Giant's other customers will have their backs should a fight break out.

16. The Captain's Blade

Tyrol Ebberly (N male human fighter 4), a severe-looking man who claims to have once been a watch captain in the Free City, runs this small shop with efficiency. He's an absolute fanatic about weapons, always showing off his masterwork items with enthusiasm. He's also an inveterate gossip, and is likely to mention the PCs' exploits to others in town. He asks endless questions about their affairs, trying to learn more about how they were wounded and why they're looking for money. If they show off any odd artifacts, he becomes even more excited.

Ebberly has any melee weapon up to 900 gp in stock, but must send away for more expensive items, a process that takes 1d3+6 days. He specializes in masterwork melee weapons, and keeps his surprisingly wide selection displayed on the walls. He does not offer any masterwork ranged weapons, and sends anyone looking for them to Venelle's, across town. "Don't forget your coin purse," he sniffs indignantly. "You're sure to need it there."

Ebberly keeps three silk-wrapped special items hidden under the front counter, eagerly showing them off to any cash-laden customer.

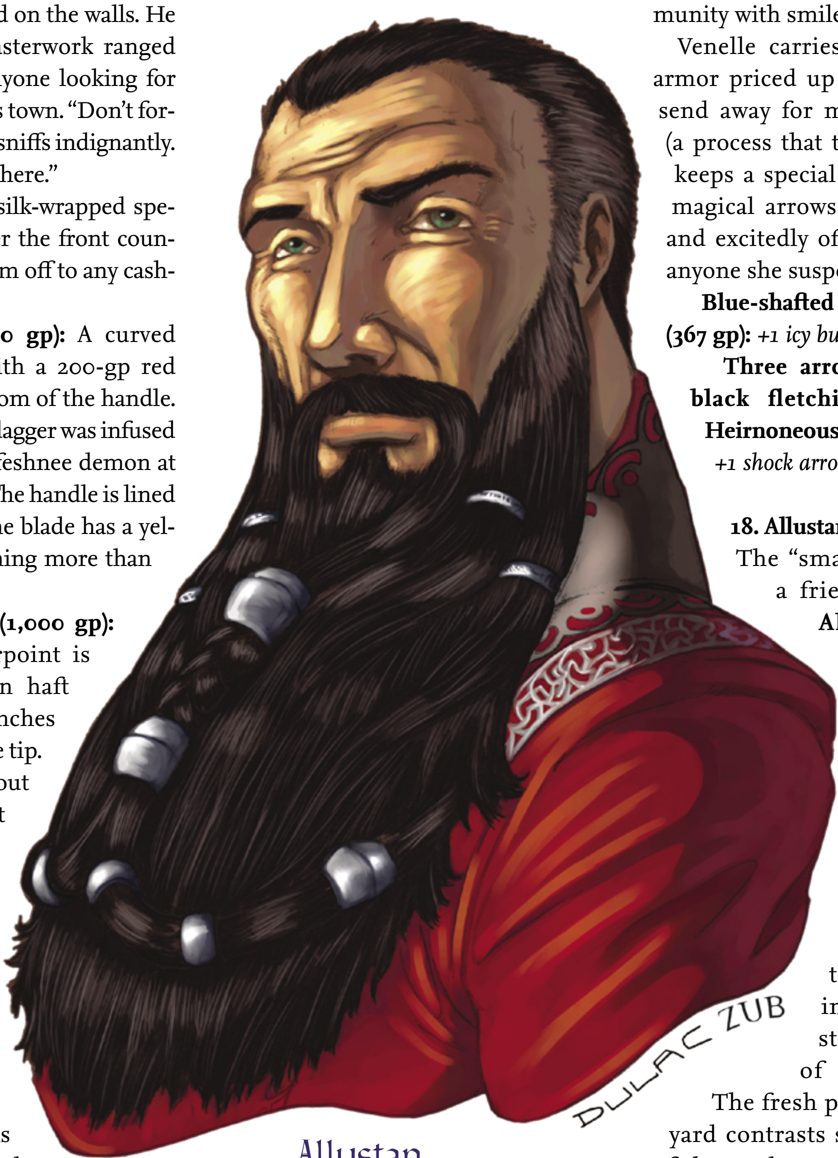
Vondoch's Claw (550 gp): A curved masterwork dagger with a 200-gp red ruby inset into the bottom of the handle. Ebberly claims that the dagger was infused with the blood of a nalfeshnee demon at the time of its forging. The handle is lined with black velvet and the blade has a yellow tinge to it. It's nothing more than a masterwork dagger.

Ancient Spearhead (1,000 gp): This long, iron spearpoint is attached to a wooden haft that has broken two inches below the bottom of the tip. The whole thing is about 8 inches long. It doesn't look like much, but it cuts the finger of anyone who touches it. Ebberly handles it very carefully. It's actually a *+1 longspear* head that must be attached to a new haft by someone with the Craft Magical Arms and Armor feat to be used as an effective weapon.

Adventurer's Wand (525 gp): Tyrol claims that this wand came from a desperate adventurer who couldn't pay off his debts a few years back. He never got everything he was owed, because the adventurer skipped town—but not before giving Tyrol a deep red wand with a darkened, ashy tip. His Bluff check (+2 bonus) helps him conceal that there is more to this story than he lets on, but he will not speak further on the matter. The wand is a *wand of burning hands* with 35 charges remaining (caster level 3rd).

17. Venelle's

A redolence of fresh pine suffuses this handsome establishment, a distinctive structure that incorporates intricate carved patterns and upright logs. The proprietor, a curious woman named **Venelle** (NG female human ranger 3), makes masterwork bows and arrows, and also deals in other weapons and armor imported from the Free City in exchange for items of her own design. The shop is a bit chaotic, with various items piled on tables. Armor sits loosely on too-small dummies. Venelle has a touch of elven blood about her, and is pleased to entertain guests who appreciate arrowcraft and elven culture. She has friends among the Bronzewood Lodge (detailed in *Dungeon* #125), and greets other characters from that nearby community with smiles and a 10% discount.



Allustan

Venelle carries most weapons and armor priced up to 900 gp, but must send away for more expensive items (a process that takes 1d3+8 days). She keeps a special case containing four magical arrows behind her counter, and excitedly offers to show them to anyone she suspects can afford them.

Blue-shafted arrow with sleek point (367 gp): *+1 icy burst arrow.*

Three arrows with yellow and black fletching and symbol of Heironeous on point (167 gp each): *+1 shock arrow.*

18. Allustan's Residence

The "smartest man in town," a friendly wizard named **Allustan** (N human male wizard 8), dwells within a charming red and deep blue house on one of the rare stretches of healthy grass in all of Diamond Lake. A small meditation garden abuts the face of the house, incorporating vertical stones and small pools of concentric circles. The fresh paint and well-tended yard contrasts sharply with the rest of the seedy town, a testament to the locals' respect for (or fear of) a man whose prowess is known as far as the Free City.

Allustan grew up in Diamond Lake with his brother, Lanod Neff. The sons of the town's powerful and efficient governor-mayor, they abused their influence and shamed the mine managers with social indiscretions. When finally they went too far, their father sent them both to the Free City, urging Allustan to seek an education and placing Lanod in a plum assignment with the city watch. Allustan soon found himself in the prestigious University of Magical Arts, where his apt scholarship and bravado caught the attention of a powerful master wizard named Manzorian, a dynamic figure who traveled with some of the most renowned heroes of the day.

Manzorian offered to take on Allustan as his apprentice, assuring him a life of thrills and discovery. What Allustan got was a window into a world of manipulative chessmasters willing to backstab trusted friends to honor abstract principles of balance and neutrality. Though he thrived in the company of Manzorian and his ilk, the politics proved too much to handle, and he split with the group more than a decade ago after a bitter ethical dispute. He retired to Diamond Lake only to find his inept brother in charge and facing challenges from all sides. So he remains, knowing that his presence supports a corrupt leader but unwilling to leave his family to the wolves. The same political disinterest that got him into trouble with Manzorian keeps him from seeing the worst of his brother's offenses.

Allustan offers his library and considerable intelligence to the citizens of Diamond Lake as a sage, although few miners have reason to seek his services. Allustan charges a standard rate of 20 gp per question. He does this more to sate his curiosity than for the money; gains from his adventuring days easily cover his modest lifestyle.

The old tombs in the hills fascinate Allustan, and were a primary factor in his decision to relocate to his childhood home. He hopes to make a long-term study of the cairns, and plans eventually to publish his findings in a small encyclopedia. Any questions the PCs bring to him about the Whispering Cairn immediately pique his interest, and adventurers who bring regular news of plundered tombs and traps avoided find him more and more welcoming with each visit.

After a few days of consulting his books, Allustan immediately identifies any ancient items or glyphs from the Whispering Cairn as artifacts of the Wind Dukes of Aaqa, a powerful pre-historic race of elemental beings who are said to have once dominated an empire that spanned worlds. Eventually, these paragons of law clashed against the Queen of Chaos, a primordial being of the early Abyss. In the great final battle on the fabled fields of Pesh (thought to be far to the north), seven of the most powerful Wind Dukes employed a weapon called the *Rod of Law*, that shattered even as it struck down Miska the Wolf-Spider, the Queen's demonic consort. The *Rod of Law* became the *Rod of Seven Parts*, one of the most legendary artifacts in all of folklore.

With a few days of study, Allustan can identify each of the glyphs found in the Whispering Cairn and can explain the significance of key frescoes within the tomb. As he learns more of this growing mystery, Allustan becomes more and more helpful, eventually assisting the PCs at no charge simply to learn more about the cairn. The Wind Dukes, he claims, were the oldest civilization to build tombs in the Cairn Hills. All of the other cultures have simply emulated their practice. The wealth in an unplundered Wind Duke cairn, he says with a subtle flicker of greed in his eyes, might be beyond calculation.

When the PCs first encounter Allustan, the wizard prefers to deal with them while walking around his grounds. A large tree stump in the front yard serves well as an impromptu table where Allustan frequently deals with patrons. After he has gotten to know the party he becomes somewhat less guarded in his approach, and invites them inside to his study. Hundreds of books stuff shelves built into each wall. A dragonchess board sits frozen in mid-game on a mahogany table, exactly as it was when Allustan's falling out with Manzorian ended their ongoing long-distance contest. Should a PC challenge him, Allustan presents his own set of intricately carved pieces. "Dragonchess," he explains, "is a metaphor for life and the forces that squabble for control of the world. Before you can win, you must know that you are playing the game at all."

19. Tilgast Residence

The grandeur of Gelch Tilgast's stylish estate far outstrips its owner's current influence, which has been in free fall since Balabar Smenk first infected Diamond Lake. Tilgast maintains a family of seven fine thoroughbred horses within a well-managed stable enclosed in a stockade wall. Wealthy visitors and a few residents of the town pay 1 gp per day to stable a favorite horse within the compound, where a clutch of meticulous grooms tends to the animal's every need. One resident of the stables is Usare, a fine white stallion owned by the mine manager Luzane Parrin, whose mother was once Tilgast's greatest rival. Now the pair hatch plans in secret to protect themselves from Balabar Smenk.

The tendrils of this conspiracy reach as far as the neighboring towns of Steaming Springs and Blackstone, where allied mine managers work to thwart Smenk's shipping and supply lines using thugs disguised as simple bandits. Yet at home Tilgast has failed to attract the support of Ellival Moonmeadow, Ragnolin Dourstone, or Chaum Gansworth, all of whom remember a time when Tilgast was king of the hill and lorded his power over everyone else. Parrin remains his only shield against Smenk, and he will sacrifice her if need be. He'll do anything to preserve his power as long as he possibly can, even if that time can be measured in minutes.

20. Old Piers

In decades past, nobles from the Free City flocked to Diamond Lake to sail upon its crystal clear waters. Mine tailings, waste runoff, and other pollution ended the practice almost a century ago, but the rotting carcasses of once elaborate piers still jut into the lake's murky waters. A few masts peak out from the surface, tombstones of abandoned fishing vessels from more recent times. Regular fish cannot survive in the tainted waters, leaving only dangerous, hardy predators like the ravenous, toothy gar that have become such a problem in recent years. Those who venture across Diamond Lake do so at their own risk.

For a piece of silver, a retired marine named **Durskin** (N male human commoner 1) will ferry up to six passengers across the lake in his sloop, a dingy vessel called the *Autumn Runner*. The destitute boatman lives on the deck of his boat, which smells of urine and teems with fleas and sea mites. Those seeking a safer passage must rely upon the *Harkness*, a ten-man sailboat maintained by the shadowy Cult of the Green Lady, who use the vessel to cross back and forth between Diamond Lake and the cairn in which their order holds its services to Wee Jas, goddess of magic and death. Passage on the *Harkness* costs 3 sp, and passengers must endure bothersome sermons on the exquisite beauty of death and the arcane prowess of the Dark-Eyed Lady. In either case, it takes about 30 minutes to cross from one shore of the lake to the other.

21. Able Carter Coaching Inn

The Able Carter Coaching Company connects the Free City to its satellite towns via a fleet of horse-drawn coaches and an inn positioned at every leg of the journey. Diamond Lake's hostelry offers 20 rooms for let at a rate of 1 gp per day. Stable services are available for a fee of 5 sp per day. Four guards (NG male human warrior 1) keep watch on the place throughout the day and night, and can be hired to ride with a coach for an additional 5 gp per day. The following chart shows travel time from Diamond Lake to other locations important in the Age of Worms Adventure Path. Journeys listed as "wild" involve at least one night in the wilderness, when the coach is a sitting duck for the numerous bandits who infest the hills and vex the garrison's militia.

Destination	Days	Direction	Wild?
Blackstone	1	East	No
Blackwall Keep	2	East, South	Yes
Elmshire	2	North	Yes
Free City	3	East	No

Characters who begin the campaign as non-natives to Diamond Lake should start play as a lodger here, having recently arrived in town. Other notable guests include **Rontabont Mur** (CG male human rogue 4), a copper miner from nearby Blackstone who has come to town at the invitation of Gelch Tilgast, who hopes to embroil him in his political alliance. Mur's boorish self-interest and whining, critical manner screams for attention at the inn's unremarkable onsite tavern, where Mur might come into petty conflict with a PC lodger. A permanent guest named **Fester Trollump** (N male human ranger 2) traps badgers in the hills and sells their pelts for a modest profit on monthly trips to the Free City. On rare occasion he traps more exciting beasts like griffons or manticores, which he personally takes to the Free City for sale to his wealthy patron, a menagerie-owning noble named Henway. Trollump is the only NPC in town willing to make a fair offer for the baby owlbear rescued from the Land farmstead in "The Whispering Cairn," but the PCs must look for him (Gather Information DC 15), as he likes to keep a low profile. A rambunctious band of seven halfling tourists from Elmshire—the Curlyfoot party—currently dominates one wing of the inn. The vacationing merchants constantly chatter about incredible freaks of nature and acts of skill witnessed at the Emporium, or the succulent steaks at the Hungry Gar, or anything else that makes them stand out as easy marks for Diamond Lake's vigilant opportunists, con men, and thieves.

22. Parrin Residence

Luzane Parrin inherited her family's claim on three mines outside Diamond Lake when her mother, the influential Millicent Parrin, died nineteen years ago from a sickness called the Red Death. Only 17 at the time, Luzane grew up fast, adapting to Diamond Lake politics with comfort. Her inexperience got the better of her once Balabar Smenk arrived in town, however, and she's been scrambling to protect her assets and holdings ever since. Over the last few years, she has watched as her closest friends, allies forged during her mother's time, fell into bankruptcy or were killed thanks to the machinations of Balabar Smenk, who at the same time continued to press her on the romantic front. Her allies removed, Smenk began nibbling at the exposed belly of Parrin's mining operations, stealing away a mine and several of her best-earning foremen and overseers. In desperation, Parrin has initiated an alliance with Gelch Tilgast and a romance with Chaum Gansworth, hoping either or both will protect her holdings and her honor (which is questionable at any rate).

Parrin once lived in the home now occupied by Balabar Smenk (area **10**), but was forced to relocate to this shabby manor about three years ago. She employs an old friend of her mother's, an aging witch called **Amelliante** (N female human sorcerer 3), to keep watch on the house with a *wand of magic missile* at the ready. Her paranoia has deeply influenced her staff, which sees a dagger in every shadow.

23. Greysmere Covenant

Three prominent representatives of the dwarven stronghold of Greysmere, many days to the south across the treacherous Mistmarsh, live in this sturdy brick and timber structure. Greysmere imports some of the raw iron ore unearthed by local humans, as it bears a color prized by the most skilled artisans and metalworkers of the dwarven clans. **Dulok Blitzhame** (LN male dwarf expert 5) leads the delegation with straight talk and cunning pragmatism. Governor-Mayor Lanod Neff frequently invites the dwarves for meals and parlor discussions, and Blitzhame in particular shares a strong friendship with Ragnolin Dourstone (though he knows nothing of his affliction), from whom he gets most of the ore exported to Greysmere. The other councilors, **Galuth Grobadore** (LG male dwarf expert 3) and **Bitris Ruthek** (LN female dwarf expert 4) spend much of their time representing the interests of Greysmere in neighboring communities. The councilors' busy work requires a cadre of assistants and underlings, providing a perfect reason for a dwarf player character to be in Diamond Lake.

24. Gansworth Residence

In the 14 years since he came to Diamond Lake, Chaum Gansworth has remained in the background, never drawing too much attention to himself while quietly amassing a fortune from three very productive mines. The first four years were the hardest, for Gelch Tilgast, then the most prominent mine manager in the town, did everything he could to thwart Gansworth's business. The doddering old pillar of the community now needs Gansworth to join his anti-Smenk alliance, but the younger mine manager remembers his early years in Diamond Lake all too bitterly to forgive and forget. He honestly doesn't know which side will win in the struggle between Tilgast and Smenk, but his current thinking is to betray his lover Luzane Parrin to Smenk, thus destroying Tilgast's strongest local ally, weakening him enough for Smenk to finish him off. But the plan changes every day, as do the enemies and allies.

Gansworth lives in the heart of Diamond Lake, at the end of a cul-de-sac marked by a memorial obelisk dedicated to the memory of a mine collapse 70 years ago that killed more than 300 miners. A low wall surrounds most of the two-story structure, and five loyal sentinels (N male human warrior 2) guard the compound at all times. Luzane Parrin spends about three nights of every week here.

25. The Rusty Bucket

This popular restaurant used to specialize in fish, but since the lake went bad it's been forced to adapt to a land-based menu. Within, green stained-glass windows filter eerie light into the main dining room, where the intertwining melodies of a trio of pipers enhances an ethereal atmosphere. Guests dine in a large common room, with a handful of nicer tables situated in a roped-off area beside the main dining hall. The far table, on a raised platform overlooking the private room, is reserved for Chaum Gansworth, Diamond Lake's most calculating mine manager and the owner of the Rusty Bucket. Gansworth rigorously pursues a neutral stance in all political dealings, afraid to expose himself to an enemy's treachery by making an overt move against one of the other mine managers. As a result, all of the town's major political players consider the Rusty Bucket neutral ground.

About the time the player characters achieve fourth level, they receive a summons from Chaum Gansworth to meet him at the Rusty Bucket. The mine manager confesses to having monitored their progress, and gauges their interest in forging an alliance. After hearing tales about the PCs, Gansworth has decided that they might present the edge he needs. Once a friendly relationship has been established, Gansworth does everything he can to encourage illegal acts against the other mine managers, especially Balabar Smenk. As time goes on, Gansworth attempts to use the PCs as hired muscle, even concocting imaginary reasons to set up raids on a rival's manor or mining operations. Gansworth works with the PCs to plan these attacks in a secret library accessible through the kitchen. He pays well for each job and always has something new for the PCs to do. If things slow down and the players get stuck in a rut, spice up the campaign with a mini-mission of your own design orchestrated by Chaum Gansworth and planned over dinner at the Rusty Bucket.

26. Moonmeadow Residence

Unlike the other mine managers of Diamond Lake, Ellival Moonmeadow manages only one mine for the directors of the Free City. He has no aspirations beyond his current holdings, and seems oblivious to the machinations of his rivals, which he has survived for more than a century. Moonmeadow owes his longevity to a keen intelligence and a reclusiveness that offers few chances to become embroiled in local affairs. The only thing that brings him into the public eye is dragonchess, and even then he plays only with opponents capable of challenging his instinctive, complex style. The blond, well-dressed elf rarely consorts with humans at all, preferring the company of six gray elves (NG male and female elf fighter 3) who also hail from his homeland, the distant realm of Celene. These agents serve as Moonmeadow's confidants and protectors, constantly on the watch for trouble even when relaxing, always within arm's reach of a weapon. Decades younger than their master, these elves mix more readily with the folk of Diamond Lake, occasionally visiting the Emporium's opium parlor, Lazare's House, or Venelle's. Conversation with them leaves one with the impression that they think they're here on a temporary assignment; that Moonmeadow's silver mining operation is merely a pretense for his presence in the region. If that's true, it's a ruse that's been going on for more than a century, for the elf has lived in Diamond Lake longer than any current resident.

Moonmeadow's sprawling manor surrounds a central courtyard containing a meditation garden, an ostentation of peacocks, and two green-and-brown-pelted cooshees named Kanemar ("Honorable Eagle") and Tatae ("Beloved Fox"), mated elven dogs who have accompanied their master since his days in Celene. A private covered dock leads to a slim boat capable of crossing the lake in 20 minutes. Swan motifs decorate the swift vessel. An elven player character might begin play as an assistant to one of Moonmeadow's lieutenants, an out-of-the-loop young elf charged with the inglorious duty of maintaining the swanboat and keeping it scrubbed of the lake's odious pollution.

27. Osgood Smithy

The distinctive "O" maker's mark of **Manlin Osgood** (N male human expert 5) is a regional sign of quality powerful enough that lesser blacksmiths in neighboring communities often forge it to maintain competitive parity. Osgood and his team of seven apprentices and journeyman smiths specialize in masterwork armor and household items like canteens, canisters, tools, and the like. Osgood is a somewhat coarse, unfailingly polite middle-aged human with a bald head and a walrus-like mustache. He always remembers a customer's name, and greets frequent patrons with a hearty handshake and a slap on the back.

28. Smelting House

A century ago, local mine managers maintained their own smelting houses, but constant conflict resulted in frequent sabotage that choked the flow of resources from Diamond Lake to Free City markets. The city directors reluctantly stepped in, monopolizing the smelting trade and basing the town's only smelting house in a massive fortress-workshop perched on the edge of the lake. Runoff slag belched from great sub-surface pipes accounts for the majority of the pollution that has killed off most aquatic life in the region, and production these days is more robust than it has ever been. Five massive furnaces and great chemical vats crowd the building's interior, criss-crossed with shallow channels containing molten iron. Noxious fumes and scalding heat require special suits that filter the air and protect exposed skin. The rarely seen chief smelter, **Vulgan Durtch** (N male human expert 4/warrior 2), is one of the richest men in Diamond Lake, but few neighbors know anything about him. Durtch runs the place with a precision that requires his near-constant supervision over a team of two dozen menials and overseers, but rumors suggest more sinister motives for his seclusion.

A tower on the building's northwest corner serves as the residence and workshop of **Benazel the Alchemist** (NG male half-elf expert 6/wizard 3), a talkative chemist from the Free City who oversees the alchemical rituals and reagents necessary for the smelting process and who makes a minor fortune selling potions from his first-floor office. An upstairs door in Benazel's tower leads directly into the smelting house itself, and represents the most vulnerable point of entrance into the otherwise unassailable fortress.

29. Diamond Lake Boneyard

The town's overcrowded cemetery used to be a great source of bodies for medical students in the Free City and unscrupulous necromancers, but the Cult of the Green Lady has put a stop to that. Throughout the day, 1d4 green-robed acolytes wander the cemetery chanting songs holy to Wee Jas while tending graves and clearing vines and mud from stone markers dating back hundreds of years. Governor-Mayor Lanod Neff finds the cultists distasteful, but appreciates their vigilance. With the fanatics watching the boneyard, his boys at the sheriff's department can focus on more important things. Tales abound that one coffin in the boneyard—no one is sure just which one—contains not a dead body, but dozens and dozens of gold bars. Ample evidence supports the rumor, but anyone who tries to test out the theory must first deal with the cultists.

30. Neff Manor

Governor-Mayor Lanod Neff's sprawling manor house squats atop the hill overlooking Diamond Lake, a tangle of scaffolding, wires, and workcrews. Protected by a wooden stockade wall, the manor houses the political apparatus of the town, including several meeting rooms, a courthouse, and numerous bedchambers for visiting dignitaries and (just as frequently) Lanod Neff's countless cronies and concubines. Several chambers within the compound are completely empty—Neff continues his endless construction projects merely to ensure that the size and grandeur of his home outpaces that of the mine managers, whose power and influence he jealously covets.

Visitation with the governor-mayor is by appointment only, with an audience sometimes taking 3d6 days to arrange. If the PCs cannot convince a minor functionary that their plea is important (requiring a DC 15 Diplomacy check), the request is simply never filed, and the orderlies politely tell the PCs to "keep checking back" without any intention of helping them in the least. Neff is Allustan's brother, so if the PCs can show that the wizard vouches for them (such as by presenting a letter to that effect or if they are in his company), a meeting can usually be arranged on the day.

Neff himself has little time for strangers, and listens to the PCs' appeals impatiently. He conflates the good of the people with the good of Lanod Neff with alarming certainty, to the point at which something that does not threaten him directly does not, in his view, threaten the community and is hence unworthy of swift action. He favors delaying tactics and excessive information gathering to direct action. Appeals to his vanity or sense of self-preservation have the best chance of success.

31. Dourstone Mine

This iron ore mine has kept strong for centuries, predating the formal establishment of Diamond Lake as a vassal of the Free City. Ragnolin Dourstone has managed the mine since the very beginning, when he chose this spot seemingly at random. But it was the influence of an enigmatic being known as **The Faceless One** (NE male human wizard 6) that guided his hand, for Dourstone Mine stands above an ancient subterranean cathedral containing a magical pool of potent malevolence. The Faceless One and his cohorts in a cult called the Ebon Triad have dark designs upon this chamber that could spark the Age of Worms. "The Three Faces of Evil," the second installment of the Adventure Path, pits your PCs against this apocalyptic cult.

32. Abandoned Mine

It's been so long since this mine was in operation that nobody even remembers its name.

33. Menhirs

This worn old stone ring is often visited by residents of the Bronzewood Lodge, and is sacred to druids and rangers, a relic from a time when the laws of the wilderness governed man as well as animals.

34. Old Obervatory

This crumbling abandoned observatory once housed an order of monks obsessed with the heavenly bodies of the nighttime sky. Now it houses a constantly rotating group of unusual tenants with ties to Balabar Smenk. The latest such tenant is a vile Free City necromancer named **Filge** (CE male human wizard 3), who came to town to help Balabar Smenk understand secret events unfolding below the Dourstone Mine (area **31**). This location is described in detail in "The Whispering Cairn."

35. Dourstone Residence

This squat, well-protected manor is the home of Ragnolin Dourstone, who appears to be one of Diamond Lake's more responsible mine managers but in fact jerks to the strings of the Ebon Triad. His manor holds no evidence of the evil being committed in his mine, and any open confrontation against him risks drawing the ire of the governor-mayor, Gelch Tilgast, and Chaum Gansworth at the least. Even if presented with evidence of Dourstone's collusion with the cult, these community pillars insist that the dwarf must be under some sort of compulsion (which he is).

Getting the Players Involved

Working with your players before the campaign begins is the best way to ensure a healthy and long-lasting game. Before the first session, ask the players what sort of characters they would like to play. Stay general, but try to get a sense of each player's preferred race and class, and use those details as the basis for weaving the characters into Diamond Lake and hence into the Age of Worms Adventure Path. The following suggestions ought to get you started, but don't be afraid to go in a completely different direction. The best choice is the one that makes both you and your player happy.

Dwarf: No dwarves call Diamond Lake home, though a few live there. Most have some sort of business with the Greysmere Covenant (area **23**), perhaps as a guard, negotiator, or even magical advisor.

Elf: Right-thinking elves loathe Diamond Lake, as it represents everything elves find churlish and cruel about humans. Only Ellival Moonmeadow (area **26**) and his deputies—exclusively elven—seem to have the stomach for the place. A PC elf might serve as a guard or confidant of one of these deputies, or might be a deputy himself!

Gnome: Gnomes might be lodgers at Tidwoad's (area **5**) or agents of any of the mine managers. Those with a theatrical flair might find steady work with the Emporium (area **1**). Most come from the nearby warren of Grossetgrottel.

Halfling: Many halflings in Diamond Lake work in the hospitality field, as a clerk, cook, or menial of some sort. Others are (relatively) wealthy visitors from the halfling community of Elmshire to the north.

Half-Elf: Half-elves might belong to the Bronzewood Lodge community (detailed in DUNGEON #125), or might live among the "civilized" poor of Jalek's Flophouse (area **9**). They might find themselves in the employ of Ellival Moonmeadow, but soon become aware that the mine manager simply doesn't like anyone other than elves, and half-elves don't *quite* qualify.

Half-Orc: Half-orcs' increased Strength and low Intelligence makes them ideal miners or thugs, and Diamond Lake is filled to bursting with both. A more original approach might cast a half-orc as a roustabout or performer at the Emporium. The garrison does not employ half-orcs as a rule, and most soldiers despise them thanks to an ongoing war against an orc nation far to the southwest.

Human: Humans can fill any role in Diamond Lake, from the humble miner to the child of a prominent citizen. Most are laborers.

Barbarian: In the secluded valleys of the Cairn Hills, primitive traditions hold strong and humans at times seem more like beasts than like men. In the vast swamp to the south, wiry, feral humans fiercely contest small patches of dry land, narrowly holding out against lizardfolk and more horrible denizens of the murky marsh.

Bard: Bards looking for an interesting way to fit into Diamond Lake need look no further than the Emporium. Players looking for a slightly less debauched hook might make good performers at the Spinning Giant (area **15**) or another unnamed venue.

Cleric: For the easiest fit, encourage the players to select Heironeous, St. Cutbert, Obad-Hai, or Wee Jas as their deity, which will allow them to interact with a local faith. (Temples to Wee Jas and Obad-Hai just outside the town proper will be covered in DUNGEON #125). If those gods don't appeal to your player, consider the character an adjunct cleric "loaned" to an allied local temple or a lone prophet amid the common folk of Diamond Lake.

Druid: Druids fit perfectly into the Bronzewood Lodge community (described with Diamond Lake's hinterlands in DUNGEON #125), and might get into the campaign as representatives of Nogwier, the cleric of Obad-Hai who leads that community and who sends them into the hills chasing stories of unkillable undead and unnatural green worms.

Fighter: Most fighters in Diamond Lake are part of the garrison contingent, but a few work as muscle for the mine managers. For an interesting spin, consider making a PC fighter a deputy serving under the corrupt Sheriff Cubbin (area **8**).

Monk: Monks native to the Diamond Lake region uniformly come from the Twilight Monastery, an edifice located just outside the town and described in DUNGEON #125. A PC monk might befriend another PC before the campaign begins, making him an ideal invite when the other PC learns of the Whispering Cairn.

Paladin: The Chapel of Heironeous (area **12**) regularly houses one or two young paladins from the Free City, who work within the garrison sanctuary as a lesson in humility on a path to bigger and better things within the greater church. A paladin beholden to St. Cuthbert or Wee Jas would be a minor figurehead in the cult, uniformly respected by the flock.

Ranger: Few rangers dwell within Diamond Lake, but the druidic community at the Bronzewood Lodge includes several who might have reason to regularly visit Diamond Lake. Other rangers might come from the wild tribes of the Cairn Hills or the Mistmarsh.

Rogue: Rogues are right at home nearly anywhere in Diamond Lake, but especially in vice dens like the Emporium or the Midnight Salute. Each of the mine managers sponsors at least one gang of toughs, making a rogue PC a great point of contact with the town's seedy underworld. For a compelling challenge, make the PC a gofer for Balabar Smenk.

Sorcerer: The Emporium is always on the lookout for charismatic exhibitors with a magical trick up their sleeve—the flashier the better. Sorcerers might also be affiliated with a street gang that frequents the Feral Dog or might be in the employ of one of the mine managers.

Wizard: Consider apprenticing wizard characters to Allustan (area **18**), one of the central NPCs in the Age of Worms Adventure Path. Such characters will feel even closer to the action of the campaign, and will serve as excellent interlocutors between the party and their arcane patron.

***Next Issue:** Diamond Lake's hinterlands, encounter tables, setting conversion notes, random rumors, and as many stat blocks as we can fit.*

DIAMOND LAKE DENIZENS

To make Diamond Lake truly come alive for your players, you'll need more than just maps and a clever town write-up. You'll need stat blocks, and lots of them. The following is an alphabetical listing of 50 important denizens of Diamond Lake, from lowly card dealers to scheming politicians.

Allustan CR 8
(The Patient Patron)
Male human wizard 8
N Medium humanoid
Init +6
Senses Spot +6, Listen +6
Languages Common, Elven, Dwarven
AC 17, touch 13, flat-footed 15; Dodge
hp 29 (8 HD)
Fort +5, **Ref** +6, **Will** +10
Spd 30 ft.
Melee mwk dagger +4 (1d4–1/19–20)
Ranged dagger +7 (1d4–1/19–20)
Base Atk +4; **Grp** +3
Combat Gear *potion of cure moderate wounds*, scroll of *dimension door*, scroll of *dispel magic*, scroll of *teleport*, *wand of dispel magic* (CL 5th, 7 charges), *wand of magic missiles* (CL 5th, 20 charges)
Spells Prepared (CL 8th):
4th—dimension door, empowered scorching ray (2 rays, +6 ranged touch), stoneskin
3rd—deep slumber (DC 18), dispel magic, fireball (DC 18), fly
2nd—resist energy, scorching ray (2 rays, +6 ranged touch), see invisibility, web (DC 17)
1st—charm person (DC 16), identify, magic missile, magic weapon, shield
0—detect magic, mage hand, mending, read magic
Abilities Str 8, Dex 14, Con 12, Int 20, Wis 14, Cha 10
SQ summon familiar (none)
Feats Brew Potion, Combat Casting, Dodge, Empower Spell, Improved Initiative, Scribe Scroll
Skills Concentration +12 (+16 when casting defensively), Knowledge (arcana) +16, Knowledge (history) +13, Knowledge (local) +11, Knowledge (planes) +13, Listen +6, Spellcraft +18, Spot +6
Possessions combat gear plus masterwork dagger, *amulet of natural armor +1, bracers of armor +3, ring of protection +1, headband of intellect +2, cloak of resistance +2, pearl of power* (1st), 500 gp worth of diamond dust, 14 pearls worth 100 gp each, silver mirror worth 1000 gp (focus for scrying), 225 gp
Spellbook as above plus: 0—all, 1st—*alarm, comprehend languages, color spray, feather fall, mage armor, silent image, shocking grasp, Tenser's floating disc, true strike*; 2nd—*fog cloud, glitterdust, false life, gust of wind, invisibility, knock, mirror image, spider climb*; 3rd—*displacement, explosive runes, gentle repose, haste, stinking cloud, water breathing*; 4th—*remove curse, stone shape, scrying, summon monster IV, wall of fire*
Hook "My word, what an excellent question!"

Amariss CR 6
(High Priestess of Wee Jas)
Female human cleric 6 (Wee Jas)
LN Medium humanoid
Init –1
Senses Spot +3, Listen +3
Languages Common
AC 19, touch 9, flat-footed 19
hp 42 (6 HD)
Fort +7, **Ref** +1, **Will** +10
Spd 20 ft.
Melee mwk sickle +6 (1d6+1)
Ranged mwk light crossbow +4 (1d8/19–20)
Base Atk +4; **Grp** +5
Special Atk death touch 1/day (6d6), command undead 8/day (+1, 2d6+8, 7th), spontaneous casting (*inflict* spells)
Combat Gear *robe of bones* (full), scroll of *cure moderate wounds* (4)
Spells Prepared (CL 6th +5 melee touch):
3rd—animate dead^{D}*, bestow curse (DC 16), dispel magic, prayer*
2nd—hold person (DC 15), identify^{D}*, silence, sound burst (DC 15), spiritual weapon (+7 melee attack, 1d8+2/19–20)*
1st—cause feat^{D} *(DC 14), cure light wounds (2), divine favor, magic weapon*
0—cure minor wounds, detect magic, detect poison, guidance, resistance
D: Domain spell. Domains: Death, Magic
Abilities Str 13, Dex 8, Con 14, Int 10, Wis 16, Cha 12
SQ use spell completion and trigger items as 3rd level wizard
Feats Combat Casting, Extra Turning, Improved Turning, Iron Will
Skills Concentration +8, Knowledge (religion) +6, Spellcraft +6
Possessions combat gear plus masterwork sickle, masterwork light crossbow with 20 bolts, *+1 splint mail, +1 heavy steel shield,* 80 gp
Hook "Listen to the virtues of the Green Lady."

Ariello Klint CR 3
(Scene-Stealing Magician)
Male Halfling sorcerer 3
CN Small humanoid
Init +3
Senses Spot +1, Listen +3
Languages Common, Halfling, Orc
AC 15, touch 14, flat-footed 12
hp 12 (3 HD)
Fort +3, **Ref** +5, **Will** +3; +2 morale bonus on saves against fear
Spd 20 ft.
Melee dagger +1 (1d3–1/19–20)
Ranged mwk sling +7 (1d3–1)
Base Atk +1; **Grp** –4
Combat Gear *potion of invisibility*
Spells Prepared (CL 3rd, +5 ranged touch):
1st (6/day)—animate rope (DC 13), hypnotism (DC 13), silent image (DC 14)
0 (6/day)—detect magic, ghost sound, mage hand, prestidigitation, read magic
Abilities Str 8, Dex 16, Con 13, Int 12, Wis 8, Cha 15
SQ summon familiar (snake)
Feats Eschew Materials, Spell Focus (illusion)
Skills Bluff +7, Concentration +6, Sleight of Hand +5, Spellcraft +5
Possessions combat gear plus small dagger, masterwork small sling with 20 bullets, *bracers of armor +1, hand of the mage*, 15-ft. hemp rope (2), 22 gp
Hook "Let me show you a trick."

Auric CR 5
(Champion of the Free City Arena)
Male human fighter 5
N Medium humanoid
Init +5
Senses Spot –1, Listen –1
Languages Common
AC 16, touch 11, flat-footed 15, Dodge
hp 42 (5 HD)
Fort +7, **Ref** +3, **Will** +1
Spd 30 ft.
Melee mwk greatsword +10 (2d6+4)
Base Atk +5; **Grp** +8
Atk Options Power Attack, Spring Attack
Combat Gear *potion of cure moderate wounds* (2), *potion of rage*
Abilities Str 16, Dex 13, Con 14, Int 10, Wis 8, Cha 12
Feats Dodge, Improved Initiative, Mobility, Power Attack^{B}, Spring Attack^{B}, Weapon Focus (greatsword)
Skills Climb +11, Intimidate +9, Jump +11

Possessions combat gear plus masterwork greatsword, masterwork light crossbow with 20 bolts, *+2 studded leather, cloak of resistance +1,* champion's belt, 55 gp

Hook "You call that thing a sword?"

Balabar Smenk CR 7
(Paragon of Corruption)

Male human rogue 7
CN Medium humanoid
Init +3
Senses Spot +9, Listen +9
Languages Common, Dwarven, Orc

AC 17, touch 14, flat-footed 14; Dodge, Mobility, uncanny dodge
hp 34 (7 HD)
Fort +4, **Ref** +9, **Will** +2; evasion

Spd 30 ft.
Melee mwk rapier +9 (1d6+1/18–20)
Ranged dagger +8 (1d4+1/19–20)
Base Atk +5; **Grp** +5
Atk Options sneak attack (4d6), Spring Attack
Combat Gear *brooch of shielding* (82 charges), *potion of invisibility, potion of fly*

Abilities Str 12, Dex 16, Con 13, Int 14, Wis 8, Cha 10
SQ trapfinding, trap sense +2
Feats Dodge, Mobility, Sprint Attack, Weapon Finesse
Skills Bluff +10, Diplomacy +14, Forgery +12, Gather Information +10, Hide +13, Intimidate +12, Listen +9, Move Silent +13, Sense Motive +9, Spot +9, Tumble +13
Possessions combat gear plus dagger (4), masterwork rapier, *+1 studded leather armor, cloak of resistance +1, ring of protection +1,* 110 gp

Hook "Don't you know who I am?"

Bogodor CR 2
(Beastmaster of the Emporium)

Male human ranger 2
N Medium humanoid
Init +1
Senses Spot +1, Listen +1
Languages Common

AC 14, touch 11, flat-footed 13
hp 16 (2 HD)
Fort +5, **Ref** +4, **Will** +1

Spd 30 ft.
Melee mwk scimitar +6 (1d6+2/18–20) or mwk scimitar +4 (1d6+2/18–20) and mwk kukri +3 (1d4+2/18–20)
Ranged mwk composite short bow +4 (1d6+2/x3)
Base Atk +2; **Grp** +4
Atk Options favored enemy humanoid (elf) +2
Combat Gear *sleep arrow* (2), tanglefoot bag (2), thunderstone (2)

Abilities Str 15, Dex 13, Con 14, Int 8, Wis 12, Cha 10
SQ wild empathy +4
Feats Animal Affinity, Track, Two Weapon Fighting, Weapon Focus (scimitar)
Skills Handle Animal +7, Heal +3, Ride +6, Survival +3
Possessions combat gear plus masterwork kukri, masterwork scimitar, masterwork composite short bow (+2) with 20 arrows, masterwork studded leather, 100 gp

Hook "Hands off the critters."

Chaum Gansworth CR 4
(Mine Manager)

Male human rogue 4
N Medium humanoid
Init +2
Senses Spot +6, Listen +6
Languages Common, Elven, Dwarven

AC 16, touch 12, flat-footed 14; Dodge, Mobility, uncanny dodge
hp 16 (4 HD)
Fort +1, **Ref** +6, **Will** +0; evasion

Spd 30 ft.
Melee mwk rapier +6 (1d6+1/18–20)
Ranged light crossbow +5 (1d8/19–20)
Base Atk +3; **Grp** +4
Atk Options sneak attack (2d6)
Combat Gear *necklace of fireballs* (type I), *potion of cure light wounds* (2)

Abilities Str 12, Dex 15, Con 10, Int 14, Wis 8, Cha 14
SQ trapfinding, trap sense +1
Feats Dodge, Mobility, Weapon Finesse
Skills Bluff +9, Climb +6, Diplomacy +11, Disguise +9 (+11 when acting in character), Escape Artist +7, Hide +7, Jump +8, Listen +6, Move Silently +7, Open Lock +7, Sense Motive +6, Spot +6, Tumble +11
Possessions combat gear plus masterwork rapier, light crossbow with 20 bolts, *+1 studded leather armor,* 42 gp

Hook "I don't believe we've met. I am Gansworth, mine manager Gansworth."

Chezabet CR 4
(Emporium Fortune Teller)

Female human bard 4
CG Medium humanoid
Init +2
Senses Spot +1, Listen +1
Languages Common, Elven

AC 14, touch 12, flat-footed 12
hp 16 (4 HD)
Fort +1, **Ref** +6, **Will** +7

Spd 30 ft.
Melee mwk rapier +5 (1d6–1/18–20)
Ranged dart +4 (1d4–1)
Base Atk +3; **Grp** +2
Special Atk bardic music (4/day, countersong, *fascinate*, inspire competence, inspire courage +1)
Combat Gear *potion of cure light wounds*, scroll of *suggestion* (2), smoke sticks (3), *wand of silent image* (25 charges)
Spells Prepared (CL 4th):
2nd (1/day)—detect thoughts (DC 15), enthrall (DC 15)
1st (3/day)—silent image (DC 14), Tasha's hideous laughter (DC 14), ventriloquism
0 (3/day)—dancing lights, detect magic, ghost sound (DC 13), lullaby (DC 13), message, prestidigitation

Abilities Str 8, Dex 14, Con 10, Int 12, Wis 13, Cha 16
SQ bardic knowledge +5
Feats Negotiator, Persuasive, Weapon Finesse
Skills Bluff +12, Concentration +7, Diplomacy +16, Gather Information +12, Knowledge (local) +8, Perform (oratory) +10, Sense Motive +10, Sleight of Hand +11
Possessions combat gear plus masterwork rapier, darts (6), masterwork leather armor, *pipes of sounding,* tarot cards, smoky glass ball, 250 gp

Hook "I see great things in your future."

Companion CR 3
(Mistress of the Veiled Corridor or Midnight Salute)

Female human rogue 3
CN Medium humanoid
Init +6
Senses Spot –1, Listen –1
Languages Common

AC 13, touch 12, flat-footed 11; Dodge
hp 16 (3 HD)
Fort +2, **Ref** +5, **Will** +0; evasion

Spd 30 ft.
Melee mwk dagger +4 (1d4+1/19–20)
Ranged mwk dagger +5 (1d4+1/19–20)
Base Atk +2; **Grp** +3
Atk Options sneak attack (2d6)

Abilities Str 13, Dex 14, Con 12, Int 10, Wis 8, Cha 15
SQ trapfinding, trap sense +1
Feats Athletic, Improved Initiative, Dodge
Skills Balance +10, Bluff +8, Climb +9 (+11 climbing rope), Diplomacy +10, Escape Artist +8 (+10 escaping from rope), Jump +9,

Sleight of Hand +10, Tumble +10, Use Rope +8 (+10 when binding)

Possessions masterwork dagger (2), *bracers of armor +1*, *elixir of love* (3), masterwork manacles, courtier's outfit, 25 gp

Hook "What's your pleasure?"

Cubbin CR 5
(Corrupt Sheriff)

Male human fighter 5
NE Medium humanoid
Init +1
Senses Spot +3, Listen +3
Languages Common

AC 20, touch 11, flat-footed 19
hp 36 (5 HD)
Fort +6, **Ref** +2, **Will** +2

Spd 20 ft.
Melee *+1 longsword* +10 (1d8+6/19–20)
Ranged heavy crossbow +6 (1d10/19–20)
Base Atk +5; **Grp** +8
Atk Options Cleave, Improved Sunder, Power Attack
Combat Gear *potion of cure moderate wounds, potion of bull's strength*

Abilities Str 16, Dex 12, Con 14, Int 10, Wis 13, Cha 8
Feats Cleave, Improved Sunder, Power Attack, Quick Draw, Weapon Focus (longsword), Weapon Specialization (longsword)
Skills Intimidate +7, Listen +3, Ride +9, Spot +3
Possessions combat gear plus *+1 longsword*, heavy crossbow with 20 bolts, *+1 banded mail*, large steel shield, 8 gp

Hook "You'll do it because *I* told you to!"

Dancer CR 2
(Nimble Entertainer)

Female human commoner 3
NE Medium humanoid
Init +1
Senses Spot –1, Listen –1
Languages Common

AC 11, touch 11, flat-footed 10; Dodge
hp 9 (3 HD)
Fort +1, **Ref** +2, **Will** +0

Spd 30 ft.
Melee dagger +0 (1d4–1/19–20)
Ranged dagger +2 (1d4–1/19–20)
Base Atk +1; **Grp** +0

Abilities Str 8, Dex 13, Con 11, Int 10, Wis 9, Cha 12
Feats Dodge, Endurance, Quick Draw
Skills Bluff +4, Climb +7, Perform (dance) +4
Possessions dagger (2), entertainer's outfit, 8 gp

Hook "One day, I'll leave this place."

Dannath CR 1
(Lazare's Daughter and Hostess)

Female human aristocrat 2
NG Medium humanoid
Init –1
Senses Spot +2, Listen +7
Languages Common, Dwarven, Elven, Gnome, Goblin, Halfling, Orc

AC 10, touch 9, flat-footed 10
hp 12 (2 HD)
Fort +0, **Ref** –1, **Will** +5

Spd 30 ft.
Melee mwk quarterstaff +1 (1d6–1)
Base Atk +1; **Grp** +0
Combat Gear *potion of delay poison*, smokestick (2)

Abilities Str 9, Dex 8, Con 10, Int 13, Wis 10, Cha 11
Feats Alertness, Iron Will
Skills Diplomacy +7, Gather Information +7, Knowledge (local) +6, Listen +7, Sense Motive +5, Speak Language 5
Possessions combat gear plus masterwork quarterstaff, *bracers of armor +1*, tindertwig (10), 43 gp

Hook "Take a seat. Care for a game of dragonchess?"

Dealer CR 2
(Master of Many Games)

Female human commoner 3
NG Medium humanoid
Init +1
Senses Spot +6, Listen +6
Languages Common

AC 11, touch 11, flat-footed 10; Dodge
hp 6 (3 HD)
Fort +0, **Ref** +2, **Will** +1

Spd 30 ft.
Melee mwk dagger +1 (1d4–1)
Ranged mwk dagger +3 (1d4–1)
Base Atk +1; **Grp** +0

Abilities Str 8, Dex 12, Con 9, Int 10, Wis 11, Cha 13
Feats Alertness, Dodge, Skill Focus (Sleight of Hand)
Skills Bluff +2, Listen +6, Sense Motive +2, Sleight of Hand +7, Spot +6
Possessions masterwork dagger, entertainer's outfit, deck of cards (2), deck of marked cards (2), 105 gp

Hook "One more game couldn't hurt."

Dietrik Cicaeda CR 3
(Master Cartographer)

Male human expert 4
NG Medium humanoid
Init –1
Senses Spot +1, Listen +1
Languages Common, Dwarven, Elven

AC 11, touch 9, flat-footed 11
hp 16 (4 HD)
Fort +1, **Ref** +0, **Will** +5

Spd 30 ft.
Melee mwk light mace +3 (1d6–1)
Ranged mwk light crossbow +3 (1d8/19–20)
Base Atk +3; **Grp** +2

Abilities Str 8, Dex 9, Con 11, Int 14, Wis 12, Cha 10
Feats Skill Focus (Craft cartography), Skill Focus (Knowledge geography), Toughness
Skills Appraise +9, Climb +3, Craft (cartography) +12, Decipher Script +9, Forgery +9, Knowledge (geography) +12, Knowledge (history) +9, Knowledge (local) +9, Ride +4, Survival +6
Possessions masterwork light mace, masterwork light crossbow with 20 bolts, leather armor, paper (20), quill and ink, scroll case (4), spyglass, light horse, riding saddle, 18 gp

Hook "I have maps of this area and beyond."

Dobrun Trent CR 6
(Militia Lieutenant)

Male half-elf fighter 6
LN Medium humanoid (elf)
Init +2
Senses low-light vision; Spot +1, Listen +1
Languages Common, Elven

AC 21, touch 12, flat-footed 19, Dodge, Mobility
hp 43 (6 HD)
Immune sleep
Fort +6, **Ref** +4, **Will** +2; +4 against enchantment

Spd 20 ft.
Melee *+1 scimitar* +11/+6 (1d6+6/18–20)
Ranged mwk composite shortbow +9/+4 (1d6+3/x3)
Base Atk +6; **Grp** +9/+4
Special Atk Combat Expertise, Spring Attack, Whirlwind Attack
Combat Gear *potion of bull's strength, potion of cure moderate wounds*

Abilities Str 16, Dex 14, Con 12, Int 13, Wis 10, Cha 8
Feats Combat Expertise, Dodge, Mobility, Spring Attack, Weapon Focus (scimitar), Weapon Specialization (scimitar), Whirlwind Attack

Skills Climb +6, Intimidate +8, Jump +6, Ride +11, Swim +6

Possessions combat gear plus *+1 scimitar,* masterwork composite shortbow (+2) with 40 arrows, *+1 chainmail, +1 heavy steel shield,* manacles (2), badge, 155 gp

Hook "Stay alert, soldier."

ELLIVAL MOONMEDOW CR 4

(MINE MANAGER)

Male elf bard 4

CN Medium humanoid

Init +2

Senses low-light vision; Spot +1, Listen +1

Languages Common, Elven, Gnome

AC 17, touch 12, flat-footed 15

hp 20 (4 HD)

Immune sleep

Fort +3, **Ref** +7, **Will** +4; +6 against enchantment

Spd 30 ft.

Melee mwk rapier +6 (1d8/18–20) or mwk rapier +4 (1d8/18–20) and mwk shortsword +4 (1d6/19–20)

Ranged light crossbow +5 (1d8/19–20)

Base Atk +3; **Grp** +3

Special Atk bardic music (4/day, countersong, *fascinate*, inspire competence, inspire courage +1)

Combat Gear *potion of eagle's splendor*

Spells Prepared (CL 4th):

2nd (1/day)—heroism, hold person (DC 15)

1st (3/day)—cause fear (DC 14), cure light wounds, sleep (DC 14)

0 (3/day)—daze (DC 13), detect magic, know direction, light, lullaby (DC 13), read magic

Abilities Str 10, Dex 15, Con 12, Int 12, Wis 8, Cha 16

SQ bardic knowledge +5

Feats Two-Weapon Fighting, Weapon Finesse

Skills Balance +11, Concentration +8, Disguise +10, Hide +6, Move Silently +9, Perform (wind instruments) +10, Profession (gambler) +4, Tumble +9

Possessions combat gear plus masterwork rapier, masterwork shortsword, *+1 chain shirt, cloak of resistance +1*, explorer's outfit, silver flute, 28 gp

Hook "Back to work, you sluggards. Do I have to play you a song?"

FESTER TROLLUMP CR 2

(CURIOUS TRAPPER)

Male human ranger 2

N Medium humanoid

Init +2

Senses Spot +6, Listen +6

Languages Common

AC 15, touch 12, flat-footed 13

hp 2 (16 HD)

Fort +5, **Ref** +5, **Will** +1

Spd 30 ft. (5 squares)

Melee mwk shortsword +4 (1d6+1/19–20)

Ranged mwk longbow +5 (1d8+1/x3) or mwk longbow +3/+3 (1d8+1/x3)

Base Atk +2; **Grp** +3

Atk Options favored enemy humanoid (orc) +2, Point Blank Shot, Precise Shot

Combat Gear *dust of tracelessness, elixir of hiding, potion of cure moderate wounds*

Abilities Str 13, Dex 15, Con 14, Int 8, Wis 12, Cha 10

SQ wild empathy +2

Feats Point Blank Shot, Precise Shot, Rapid Shot, Track

Skills Hide +7, Listen +6, Move Silently +7, Ride +7, Spot +6, Survival +6

Possessions combat gear plus masterwork composite longbow (+1) with 40 arrows, masterwork shortsword, masterwork studded leather armor, light riding horse, 41 gp

Hook "The game is scarce in these parts, but I still hang around."

GELCH TILGAST CR 5

(MINE MANAGER)

Male human expert 6

NG Medium humanoid

Init –1

Senses Spot +0, Listen +0

Languages Common, Dwarven, Gnome

AC 14, touch 10, flat-footed 14

hp 41 (6 HD)

Fort +8, **Ref** +2, **Will** +8

Spd 30 ft.

Melee *+1 morningstar* +7 (1d8+2)

Ranged mwk light crossbow +4 (1d8/19–20)

Base Atk +4; **Grp** +5

Abilities Str 13, Dex 8, Con 16, Int 14, Wis 10, Cha 12

Feats Great Fortitude, Iron Will, Persuasive, Weapon Focus (morningstar)

Skills Bluff +12, Craft (stoneworking) +11, Diplomacy +14, Gather Information +12, Intimidate +14, Knowledge (architecture and engineering) +11, Knowledge (local) +11, Profession (mining) +9, Sense Motive +9

Possessions *+1 morningstar*, masterwork light crossbow with 20 bolts, chain shirt, *ring of protection +1, cloak of resistance +1*, 84 gp

Hook "Smenk must be stopped."

IZENFEN THE OCCLUDED CR 7

(MISTRESS OF THE TWILIGHT MONASTERY)

Female human monk 7

LN Medium humanoid

Init +2

Senses Spot +2, Listen +2

Languages Common

AC 17, touch 16, flat-footed 15, Deflect Arrows, Snatch Arrows

hp 42 (7 HD)

Immune nonmagical disease

Fort +6, **Ref** +7, **Will** +7; +9 against enchantment, evasion

Spd 50 ft. (10 squares)

Melee unarmed strike +6/+6 (1d8+2)

Ranged mwk sling +8 (1d4+2)

Base Atk +5; **Grp** +11

Atk Options ki strike (magic), Stunning Fist (7/day, DC 15)

Special Atk wholeness of body (14 hp)

Combat Gear *elixir of hiding, elixir of sneaking, potion of owl's wisdom,* smokestick (2)

Abilities Str 14, Dex 15, Con 12, Int 10, Wis 14, Cha 8

SQ slow fall 30 ft.

Feats Deflect Arrows, Dodge, Improved Grapple, Improved Trip, Improved Unarmed Strike, Mobility, Snatch Arrows, Stunning Fist

Skills Climb +12, Hide +12, Knowledge (arcana) +5, Knowledge (religion) +5, Move Silently +12, Tumble +12

Possessions combat gear plus masterwork sling with 20 bullets, *bracers of armor +1, ring of protection +1, mask of the mind,* 8 gp

Hook "Look inside yourself, beneath the mask that we all wear."

Mask of the Mind: Three times per day, as a standard action, the wearer can read the minds of others, as per the spell *detect thoughts.* Once activated, this power lasts for 3 minutes but only affects one target. Unlike the spell, the wearer of the mask can read thoughts immediately, without concentrating for 3 rounds. A DC 13 Will save resists this effect. Faint divination; CL 3rd; Craft Wondrous Item, *detect thoughts;* Price 7,200 gp.

JAMIS CR 3

(INCURIOUS DEPUTY)

Male human fighter 3

NE Medium humanoid

Init +5

Senses Spot +1, Listen +1

Languages Common

AC 20, touch 11, flat-footed 19

hp 27 (3 HD)

Fort +5, **Ref** +2, **Will** +2

Spd 20 ft.

Melee mwk longsword +7 (1d8+2/19–20)

Ranged mwk heavy crossbow +5 (1d10/19–20)

Base Atk +3; **Grp** +5

Atk Options Cleave, Improved Sunder, Power Attack

Combat Gear *potion of cure moderate wounds*, alchemists fire (2)

Abilities Str 15, Dex 13, Con 14, Int 8, Wis 12, Cha 10

Feats Cleave, Improved Initiative, Improved Sunder, Power Attack, Weapon Focus (longsword)

Skills Intimidate +6, Ride +7

Possessions combat gear plus masterwork longsword, masterwork heavy crossbow with 20 bolts, *+1 banded mail*, heavy steel shield, 28 gp

Hook "Now what do we have here? Don't worry, I don't really care."

JIERIAN WIERUS CR 7
(HIGH PRIEST OF ST. CUTHBERT)

Male human cleric 7

LG Medium humanoid

Init +0

Senses Spot +3, Listen +3

Languages Common

AC 21, touch 10, flat-footed 21; light fortification

hp 49 (7 HD)

Fort +8, **Ref** +3, **Will** +9

Spd 20 ft.

Melee *+1 heavy mace* +7 (1d8+2) or mwk whip +7 (1d3+1 nonlethal)

Base Atk +5; **Grp** +6

Atk Options smite 1/day (+4 attack, +7 damage), feat of strength 1/day (+7 Str)

Special Atk spontaneous casting (*cure* spells), turn undead 4/day (+3, 2d6+8, 7th)

Combat Gear holy water (3), *scroll of cure critical wounds* (2), *scroll of freedom of movement*, *wand of sound burst* (33 charges, DC 13)

Spells Prepared (CL 7th, +5 ranged touch):
4th—divine power, spell immunity^{D}
3rd—dispel magic, magic vestment^{D}*, prayer, searing light*
2nd—augury, bull's strength^{D}*, hold person (DC 15), silence, spiritual weapon (+8 atk, 1d8+2)*
1st—bless, cause fear (DC 14), command (DC 14), divine favor, enlarge person^{D}*, shield of faith*
0—create water, detect magic (2), guidance, read magic, resistance

D: Domain spell. Domains: Destruction, Strength

Abilities Str 12, Dex 10, Con 14, Int 8, Wis 16, Cha 13

Feats Combat Casting, Craft Arms and Armor, Exotic Weapon Proficiency (whip), Skill Focus (Knowledge religion)

Skills Concentration +12 (+16 when casting defensively), Knowledge (religion) +12

Possessions combat gear plus *+1 heavy mace*, masterwork whip, *+1 half plate of light fortification*, *+1 heavy steel shield*, *cloak of resistance +1*, silver holy symbol, 59 gp

Hook "Enlightenment can penetrate even a helm of iron."

KHELLEK CR 5
(SEEKER OF LOST LORE)

Male human wizard 5

NE Medium humanoid

Init +6

Senses Spot +2, Listen +2

Languages Common, Draconic, Elven

AC 13, touch 13, flat-footed 11

hp 19 (5 HD)

Fort +5, **Ref** +4, **Will** +5

Spd 30 ft.

Melee dagger +1 (1d4–1/19–20)

Ranged dagger +4 (1d4–1/19–20)

Base Atk +2; **Grp** +1

Combat Gear *potion of cure moderate wounds*, scroll of *darkvision*, scroll of *see invisibility*, scroll of *spider climb*, *wand of color spray* (15 charges), *wand of glitterdust* (34 charges)

Spells Prepared (CL 5th +4 ranged touch):
3rd—haste, suggestion (DC 17)
2nd—false life, invisibility, scorching ray
1st—mage armor, charm person (DC 15), expeditious retreat, ray of enfeeblement
0—detect magic (2), dancing lights, prestigitation

Abilities Str 8, Dex 14, Con 13, Int 16, Wis 10, Cha 12

SQ summon familiar (rat)

Feats Alertness (as long as familiar is within arm's reach), Craft Wand^{B}, Improved Initiative, Scribe Scroll^{B}, Skill Focus (concentration), Spell Focus (enchantment)

Skills Concentration +12, Knowledge (arcana) +9, Knowledge (history) +7, Knowledge (the planes) +7, Knowledge (religion) +7, Listen +2, Profession (gambler) +7, Spellcraft +13, Spot +2

Possessions combat gear plus dagger, *brooch of shielding* (63 charges), *ring of protection +1*, *cloak of resistance +1*, 75 gp

Spellbook as above plus: 0—all, 1st—*comprehend languages, detect secret doors, disguise self, grease, hold portal, hypnotism, magic weapon, obscuring mist, unseen servant, ventriloquism*; 2nd—*arcane lock, blindness/deafness, levitate, protection from arrows, shatter, summon swarm*; 3rd—*daylight, tongues*

Hook "You'll stay out of my way if you know what's good for you."

KURLAG CR 5
(BOUNCER)

Male half-ogre fighter 4

N Large giant

Init +0

Senses darkvision 60 ft., Spot +0, Listen +0

Languages Common, Giant

AC 18, touch 9, flat-footed 18

hp 38 (4 HD)

Fort +7, **Ref** +1, **Will** +1

Spd 20 ft.

Melee *+1 Large greataxe* +11 (3d6+12/x3)

Space 10 ft.; **Reach** 10 ft.

Base Atk +4; **Grp** +14

Atk Options Cleave, Power Attack

Special Atk Improved Overrun

Combat Gear *potion of rage*

Abilities Str 22, Dex 11, Con 16, Int 6, Wis 10, Cha 10

SQ giant blood

Feats Cleave, Improved Overrun, Power Attack, Weapon Focus (greataxe), Weapon Specialization (greataxe)

Skills Intimidate +7

Possessions combat gear plus *+1 Large greataxe*, Large breastplate, 4 gp

Hook "Boss says you gotta go. Don't make me get out da cleava."

LANOD NEFF CR 6
(GOVERNOR-MAYOR)

Male human fighter 6

NE Medium humanoid

Init +7

Senses Spot +2, Listen –1

Languages Common, Dwarven, Gnome

AC 19, touch 13, flat-footed 16

hp 37 (6 HD)

Fort +6, **Ref** +5, **Will** +2

Spd 30 ft.

Melee *+1 rapier* +11/+6 (1d6+4/18–20)

Ranged mwk light crossbow +10 (1d8/19–20)

Base Atk +6; **Grp** +7

Atk Options Blind Fight, Combat Expertise, Improved Disarm

Combat Gear *potion of cat's grace*, *potion of cure light wounds* (2), *ring of command* (see below)

Abilities Str 12, Dex 16, Con 10, Int 14, Wis 8, Cha 13
Feats Blind Fight, Combat Expertise, Improved Disarm, Improved Initiative, Quick Draw, Weapon Finesse, Weapon Focus (rapier), Weapon Specialization (rapier)
Skills Bluff +4, Diplomacy +4, Intimidate +10, Knowledge (local) +5, Ride +9, Spot +2, Swim +7
Possessions combat gear plus *+1 rapier*, masterwork light crossbow with 20 bolts, *+1 chain shirt, cloak of resistance +1,* masterwork buckler, 92 gp

Hook "My time is valuable. What could you possibly want?"
Ring of Command: Once per day, as a standard action, the wearer can utter a *command*, as per the spell. A DC 11 Will save resists this effect. Faint enchantment; CL 1st; Forge Ring, *command;* Price 400 gp.

Lazare CR 4
(Dragonchess Parlor Proprietor)

Male human rogue 4
NG Medium humanoid
Init +2
Senses Spot +3, Listen +3
Languages Common, Elven, Halfling

AC 14, touch 12, flat-footed 12; uncanny dodge
hp 12 (4 HD)
Fort +0, **Ref** +6, **Will** +4; evasion

Spd 30 ft.
Melee mwk short sword +4 (1d6/19–20)
Ranged mwk shortbow +6 (1d6/x3) or mwk shortbow +4/+4 ranged (1d6/x3)
Base Atk +3; **Grp** +3
Atk Options Point Blank Shot, sneak attack (2d6)
Combat Gear *gray bag of tricks, potion of eagle's splendor*

Abilities Str 10, Dex 14, Con 8, Int 16, Wis 12, Cha 13
SQ trapfinding, trap sense +1
Feats Iron Will, Point Blank Shot, Rapid Shot
Skills Bluff +8, Decipher Script +10, Diplomacy +12, Disable Device +9, Gather Information +10, Knowledge (local) +10, Listen +3, Open Lock +10, Profession (gambler) +7, Search +15, Sense Motive +10, Spot +3
Possessions combat gear plus masterwork short sword, masterwork shortbow with 20 arrows, masterwork leather armor, *goggles of minute seeing,* dragonchess set, 54 gp

Hook "I guess have time for one more game. Double or nothing?"

Luzane Parrin CR 3
(Mine Manager)

Female human rogue 3
N Medium humanoid
Init +2
Senses Spot +6, Listen +6
Languages Common, Dwarven, Gnome

AC 16, touch 12, flat-footed 14; Dodge
hp 16 (3 HD)
Fort +2, **Ref** +5, **Will** +1; evasion

Spd 30 ft.
Melee mwk short sword +5 (1d6–1/19–20)
Ranged mwk shortbow +5 (1d6–1/x3)
Base Atk +2; **Grp** +1
Atk Options Combat Reflexes, sneak attack (2d6)
Combat Gear *potion of cat's grace, potion of cure light wounds*

Abilities Str 8, Dex 15, Con 12, Int 14, Wis 10, Cha 13
SQ trapfinding, trap sense +1
Feats Combat Reflexes, Dodge, Weapon Finesse
Skills Bluff +7, Diplomacy +11, Hide +8, Jump +10, Knowledge (local) +8, Listen +6, Move Silently +8, Profession (mining) +6, Sense Motive +7, Spot +6, Tumble +10
Possessions combat gear plus masterwork short sword, masterwork shortbow with 20 arrows, *+1 studded leather armor,* 58 gp

Hook "I'm just trying to make an honest living."

Mélinde CR 3
(Heironean Bon Vivant)

Female human paladin 3
LG Medium humanoid
Init –1
Senses Spot +1, Listen +1
Aura aura of courage (10 ft., allies receive a +4 morale bonus on saves against fear)
Languages Common

AC 18, touch 9, flat-footed 18
hp 24 (3 HD)
Immune fear, disease
Fort +6, **Ref** +2, **Will** +4

Spd 20 ft.
Melee mwk longsword +7 (1d8+2/19–20) or lance +5 (1d8+2/x3)
Ranged light crossbow +2 (1d8/19–20)
Base Atk +3; **Grp** +5
Atk Options Power Attack, smite evil 1/day (+2 attack, +3 damage)
Special Atk lay on hands (6 hp)
Combat Gear *oil of bless weapon, potion of cure light wounds,* holy water (2)

Abilities Str 15, Dex 8, Con 13, Int 10, Wis 12, Cha 14
SQ aura of good, *detect evil* at will
Feats Mounted Combat, Power Attack, Weapon Focus (longsword)
Skills Diplomacy +5, Knowledge (religion) +3, Profession (gambler) +3, Ride +5, Sense Motive +7
Possessions combat gear plus masterwork longsword, light crossbow with 20 bolts, lance, half-plate armor, heavy steel shield, *phylactery of faithfulness,* heavy warhorse, military saddle, silver holy symbol

Hook "How can I help you see the light of Heironeous?"

Merris Sandovar CR 3
(Chief Scout)

Male human ranger 3
NG Medium humanoid
Init +2
Senses Spot +8, Listen +8
Languages Common

AC 15, touch 12, flat-footed 13
hp 20 (3 HD); Diehard
Fort +4, **Ref** +5, **Will** +3

Spd 30 ft.
Melee mwk longsword +5 (1d8+1/19–20)
Ranged mwk composite longbow +6 (1d8+1/x3 or 1d8+2/x3 plus 1d6 fire) or mwk composite longbow +4/+4 (1d8+1/x3 or 1d8+2/x3 plus 1d6 fire)
Base Atk +3; **Grp** +4
Atk Options favored enemy animal +2, Point Blank Shot, Precise Shot
Combat Gear *potion of cure moderate wounds, potion of invisibility,* thunderstone (2)

Abilities Str 12, Dex 15, Con 13, Int 10, Wis 14, Cha 8
SQ wild empathy +2
Feats Diehard, Endurance, Point Blank Shot, Precise Shot, Rapid Shot, Track
Skills Hide +5, Listen +8, Knowledge (geography) +6, Knowledge (nature) +8, Move Silently +5, Ride +8, Spot +8, Survival +8 (+10 above ground or to avoid getting lost)
Possessions combat gear plus masterwork longsword, masterwork composite longbow (+1) with 40 arrows and 5 *+1 flaming arrows*, masterwork studded leather, light warhorse, military saddle, 43 gp

Hook "Things are quiet out there. Nothing out of the ordinary."

Mikkela Venderin CR 5
(Military Lieutenant)

Female human fighter 5

N Medium humanoid

Init +6

Senses Spot +1, Listen +1

Languages Common

AC 20, touch 12, flat-footed 18

hp 45 (5 HD)

Fort +7, **Ref** +3, **Will** +2

Spd 20 ft.

Melee masterwork warhammer +9 (1d8+4/x3) or

Ranged light hammer +7 (1d4+2)

Base Atk +5; **Grp** +7

Atk Options Cleave, Power Attack

Combat Gear *horn of fog, oil of magic weapon, silversheen*

Abilities Str 14, Dex 15, Con 14, Int 8, Wis12 , Cha 10

Feats Cleave, Improved Initiative, Power Attack, Toughness, Weapon Focus (warhammer), Weapon Specialization (warhammer)

Skills Handle Animal +8, Intimidate +8

Possessions combat gear plus masterwork warhammer, light hammer (2), *+1 breastplate,* heavy steel shield, 47 gp

Hook "Let's all calm down, no one needs to get hurt."

Militia 1CR 1/2 (Raw Recruit)

Male or Female human warrior 1

N Medium humanoid

Init +0

Senses Spot +2, Listen +2

Languages Common

AC 12, touch 10, flat-footed 12

hp 9 (1 HD)

Fort +3, **Ref** +0, **Will** +0

Spd 30 ft.

Melee longsword +3 (1d8+1/19–20) or

Ranged longbow +1 (1d8/x3)

Base Atk +1; **Grp** +2

Combat Gear smokestick

Abilities Str 13, Dex 11, Con 12, Int 9, Wis 10, Cha 8

Feats Alertness, Weapon Focus (longsword)

Skills Intimidate +3, Ride +4 (+3 when armored)

Possessions combat gear plus longbow with 20 arrows, longsword, leather armor, manacles, 6 gp

Hook "Hold there!"

Militia 2 CR 1
(Hardened Private)

Male or Female human warrior 2

N Medium humanoid

Init +0

Senses Spot +2, Listen +2

Languages Common

AC 17, touch 10, flat-footed 17

hp 14 (2 HD)

Fort +4, **Ref** +0, **Will** +0

Spd 20 ft.

Melee mwk longsword +5 (1d8+1/19–20) or

Ranged longbow +2 (1d8/x3)

Base Atk +2; **Grp** +3

Combat Gear smokestick (2), tanglefoot bag

Abilities Str 13, Dex 11, Con 12, Int 9, Wis 10, Cha 8

Feats Alertness, Weapon Focus (longsword)

Skills Intimidate +4, Ride +5 (–2 when armored)

Possessions combat gear plus longbow with 20 arrows, masterwork longsword, chainmail, heavy wooden shield, manacles, 14 gp

Hook "By order of the militia, hold!"

Militia 3 CR 2
(Aspiring Private)

Male or Female human warrior 3

N Medium humanoid

Init +0

Senses Spot +2, Listen +2

Languages Common

AC 17, touch 10, flat-footed 17

hp 20 (3 HD)

Fort +4, **Ref** +1, **Will** +1

Spd 20 ft.

Atk mwk longsword +6 melee (1d8+1/19–20) or mwk longbow +4 ranged (1d8/x3)

Base Atk +3; **Grp** +4

Atk Options Power Attack

Combat Gear *potion of cure light wounds,* smokestick (2), tanglefoot bag

Abilities Str 13, Dex 11, Con 12, Int 9, Wis 10, Cha 8

Feats Alertness, Power Attack, Weapon Focus (longsword)

Skills Intimidate +5, Ride +6 (+0 when armored)

Possessions combat gear plus masterwork longbow with 20 arrows, masterwork longsword, masterwork chainmail, heavy wooden shield, manacles, signal whistle, 31 gp

Hook "In the name of the militia, I order you to hold!"

Mine Taskmaster CR 2

Male human commoner 3

N Medium humanoid

Init –1

Senses Spot +0, Listen +0

Languages Common

AC 11, touch 9, flat-footed 11

hp 15 (3 HD)

Fort +4, **Ref** +0, **Will** +1

Spd 30 ft.

Melee mwk whip +3 (1d3+1 nonlethal) or

Ranged dagger +0 (1d4+1/19–20)

Base Atk +1; **Grp** +2

Abilities Str 13, Dex 9, Con 12, Int 10, Wis 11, Cha 8

Feats Exotic Weapon Proficiency (whip), Great Fortitude, Toughness

Skills Handle Animal +2, Intimidate +2, Profession (miner) +6, Use Rope +2

Possessions masterwork whip, dagger, leather armor

Hook "Back to work!"

Mine Worker CR ½

Male human commoner 1

N Medium humanoid

Init +0

Senses Spot +0, Listen +0

Languages Common

AC 11, touch 10, flat-footed 11

hp 8 (1 HD)

Fort +3, **Ref** +0, **Will** +0

Spd 30 ft.

Melee light mace +1 (1d6+1)

Base Atk +0; **Grp** +1

Abilities Str 13, Dex 10, Con 12, Int 9, Wis 11, Cha 8

Feats Great Fortitude, Toughness

Skills Climb +3, Profession (miner) +4, Use Roper +2

Possessions rock hammer (treat as light mace), padded armor

Hook "Mining ain't for weak types like yourself."

Nogwier CR 6
(High Cleric of the Bronzewood Lodge)

Male human cleric 6 (Obad-Hai)

N Medium humanoid

Init +0

Senses Spot +3, Listen +3

Languages Common, Sylvan

AC 17, touch 10, flat-footed 17

hp 42 (6 HD)

Fort +8, **Ref** +3, **Will** +9

Spd 20 ft.

Melee mwk club +6 (1d6+1)

Ranged mwk sling +5 (1d4+1)

Base Atk +4; **Grp** +5

Special Atk rebuke plants 2/day (–1, 2d6+6, 6th), spontaneous casting (*cure* spells), turn undead 2/day (+1, 2d6+6, 6th)

Combat Gear *oil of magic weapon* (2), *potion of barkskin +3, potion of delay poison, wand of cure moderate wounds* (11 charges)
Spells Prepared (CL 6th, +4 ranged touch):
3rd—dispel magic, dominate animal^{D} *(DC 16), prayer, searing light*
2nd—barkskin^{D}*, bear's endurance, bull's strength, resist energy, silence (DC 15)*
1st—bless, entangle^{D} *(DC 14), obscuring mist, sanctuary (DC 14), shield of faith*
0—detect magic, detect poison, guidance, purify food and drink, resistance
D: Domain spell. Domains: Animal, Plant
Spell-Like Abilities (CL 6th):
1/day—*speak with animals*

Abilities Str 13, Dex 10, Con 14, Int 12, Wis 16, Cha 8
Feats Brew Potion, Combat Casting, Self Sufficient, Track
Skills Concentration +8 (+12 casting defensively), Heal +11, Knowledge (nature) +7, Knowledge (religion) +7, Spellcraft +7, Survival +8 (+10 above ground)
Possessions combat gear plus masterwork club, masterwork sling with 20 bullets, *+1 hide armor, +1 heavy wooden shield, cloak of resistance +1*

Hook "Do no harm to nature and none shall be visited upon you."

Purple Prose CR 3
(Madame of the Midnight Salute)

Female elf rogue 3
NE Medium humanoid
Init +7
Senses low-light vision, Spot +6, Listen +6
Languages Common, Elven, Gnome

AC 16, touch 13, flat-footed 13
hp 10 (3 HD)
Immune sleep
Fort +1, **Ref** +7, **Will** +3, +5 against enchantment; evasion

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Spd 30 ft.
Melee mwk rapier +6 (1d6–1/18–20)
Ranged mwk light crossbow +6 (1d8/19–20)
Base Atk +2; **Grp** +1
Atk Options sneak attack (2d6)
Combat Gear *elixir of love* (2), *potion of eagle's splendor*

Abilities Str 8, Dex 17, Con 8, Int 13, Wis 12, Cha 14
SQ trapfinding, trap sense +1
Feats Improved Initiative, Weapon Finesse
Skills Bluff +8, Diplomacy +12, Disguise +8 (+10 when acting), Gather Information +10, Hide +6, Knowledge (local) +7, Listen +6, Move Silently +6, Sense Motive +7, Sleight of Hand +11, Spot +6
Possessions combat gear plus masterwork rapier, masterwork light crossbow plus 20 bolts, masterwork studded leather armor, *cloak of resistance +1*,

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Hook "I am confident we can meet your every need."

Rontabont Mur CR 4
(Visiting Copper Merchant)

Male human rogue 4
CG Medium humanoid
Init +3
Senses Spot +6, Listen –1
Languages Common, Dwarven, Halfling

AC 16, touch 13, flat-footed 13
hp 20 (4 HD)
Fort +2, **Ref** +7, **Will** +0

Spd 30 ft.
Melee *+1 rapier* +7 (1d6+2/18–20) or
Ranged mwk composite shortbow +7 (1d6+1/x3)
Base Atk +3; **Grp** +4
Atk Options Combat Expertise, sneak attack (2d6)
Special Atk Improved Feint
Combat Gear acid flask (2), *elixir of sneaking, potion of cure light wounds* (2)

Abilities Str 13, Dex 16, Con 13, Int 14, Wis 8, Cha 10
SQ trapfinding, trap sense +1
Feats Combat Expertise, Improved Feint, Weapon Finesse
Skills Appraise +9, Bluff +7, Decipher Script +9, Diplomacy +11, Gather Information +9, Hide +10, Knowledge (local) +9, Move Silently +10, Sense Motive +6, Spot +6, Tumble +10
Possessions combat gear plus *+1 rapier*, masterwork composite shortbow (+1) with 20 arrows, masterwork studded leather armor, 18 gp

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Hook "Let me show you my wares."

Shag Solomon CR 7
(The Gentleman Quaggoth)

Male quaggoth aristocrat 6 (*Monsters of Faerûn* 75)
N Medium monstrous humanoid
Init +0
Senses Spot +4, Listen +4
Languages Common, Undercommon

AC 20, touch 10, flat-footed 20
hp 62 (9 HD)
Immune fear
Fort +5, **Ref** +5, **Will** +9

Spd 20 ft. , climb 20 ft.
Melee *+1 warhammer* +11/+6 melee (1d8+5/x3) or
2 claws +10 (1d4+3) and
bite +8 (1d4+1)
Base Atk +7; **Grp** +10
Atk Options Blind Fight, Cleave, Great Cleave, Power Attack, rage
Combat Gear *elixir of fire breath, potion of cure moderate wounds*

Abilities Str 16, Dex 11, Con 14, Int 10, Wis 12, Cha 12
SQ scent
Feats Blind Fight, Cleave, Multiattack, Power Attack
Skills Climb +7, Bluff +7, Diplomacy +11, Gather Information +7, Hide –1 (+1 in shadowy areas), Listen +4, Sense Motive +7, Spot +4, Survival +4
Possessions combat gear plus *+1 warhammer, +1 chainmail,* nobles outfit, 87 gp

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Hook "Do not let my appearance frighten you. My father was a bear, but my mother was as sweet as honey."
Rage (Ex): Shag has a 1 in 6 chance of flying into a berserk rage the round after taking damage, clawing and biting madly until either he or his opponent is dead. Shag cannot end this rage voluntarily. When he rages, Shag's statistics change as follows:
AC *16, touch 6, flat-footed 16*
Melee *+1 warhammer +13/+8 (1d8+8/x3) or*
2 claws +10 (1d4+5) and
bite +8 (1d4+2)
Grp *+12*
Abilities *Str 20*
Skills *Climb +9*

St. Cuthbert Fanatic CR 2

Male or Female human cleric 2
LG Medium humanoid
Init +0
Senses Spot +2, Listen +2
Languages Common

AC 17, touch 10, flat-footed 17
hp 16 (2 HD)
Fort +5, **Ref** +0, **Will** +5

Spd 20 ft.
Atk mwk heavy mace +3 melee (1d8+1)
Base Atk +1; **Grp** +2
Atk Options smite 1/day (+4 attack, +2 damage), feat of strength 1/day (+2 Str)
Special Atk spontaneous casting (*cure* spells), turn undead 4/day (+3, 2d6+3, 2nd)
Combat Gear holy water (3), scroll of *cure moderate wounds,* scroll of *protection from evil*
Spells Prepared (CL 2nd):

1st—bless, cause fear (DC 13), enlarge person^{D}*, shield of faith*
0—detect magic, guidance (2), resistance
D: Domain spell. Domains: Destruction, Strength

Abilities Str 12, Dex 10, Con 14, Int 8, Wis 15, Cha 13
Feats Combat Casting, Skill Focus (Knowledge [religion])
Skills Concentration +7 (+11 when casting defensively), Knowledge (religion) +7
Possessions combat gear plus masterwork heavy mace, masterwork breastplate, heavy steel shield, silver holy symbol, 11 gp

Hook "There is only one true god. Come to the just side of St. Cuthbert."

TIDWOAD CR 4
(GEM MONGER)

Male gnome expert 5
LE Small humanoid
Init +1
Senses low-light vision, Spot +8, Listen +4
Languages Common, Dwarven, Gnome

AC 15, touch 12, flat-footed 14; +4 dodge bonus against giants
hp 25 (5 HD)
Fort +2, **Ref** +2, **Will** +6; +8 vs illusion

Spd 20 ft.
Melee masterwork dagger +3 (1d3–2/19–20)
Ranged masterwork dagger +6 (1d3–2/19–20)
Base Atk +3; **Grp** –3
Combat Gear *potion of cure moderate wounds, potion of invisibility*
Spell-Like Abilities (CL 5th):
1/day—speak with animals

Abilities Str 7, Dex 12, Con 12, Int 14, Wis 11, Cha 8
Feats Diligent, Iron Will
Skills Appraise +10, Bluff +7, Craft (gemcutting) +10, Gather Information +7, Listen +4, Sense Motive +8, Sleight of Hand +11, Spot +8
Possessions combat gear plus Small masterwork dagger (3), *+1 leather armor*, gemcutting tools, gems worth 1,200 gp, 87 gp

Hook "I'm sure we can come to some sort of deal."

TIRRA CR 5
(FREE CITY ADVENTURER)

Female elf rogue 5
N Medium humanoid
Init +4
Senses low-light vision, Spot +9, Listen +9
Languages Common, Elven

AC 17, touch 14, flat-footed 13; uncanny dodge
hp 20 (5 HD)
Immune sleep
Fort +3, **Ref** +10, **Will** +4, +6 against enchantment; evasion

Spd 30 ft.
Melee mwk dagger +8 (1d4–1/19–20)
Ranged mwk dagger +8 (1d4–1/1–20) or mwk shortbow +8 ranged (1d6–/x3)
Base Atk +3; **Grp** +2
Atk Options Point Blank Shot, sneak attack (3d6)
Combat Gear *potion of cure moderate wounds* (2), *potion of invisibility*

Abilities Str 8, Dex 18, Con 10, Int 110, Wis 13, Cha 14
SQ trapfinding, trap sense +1
Feats Point Blank Shot, Weapon Finesse
Skills Bluff +7, Diplomacy +7, Disable Device +8, Escape Artist +8, Gather Information +8, Listen +9, Open Lock +12, Search +8, Spot +9, Tumble +12, Use Magic Device +10
Possessions combat gear plus masterwork dagger, masterwork shortbow plus 40 arrows, *+1 leather armor, cloak of resistance +1,*

Hook "You know, between the dog fights and the knife fights, this town ain't so bad."

TOLLIVER TRASK CR 9
(MILITIA COMMANDER)

Male human warrior 10
LN Medium humanoid
Init +5
Senses Spot +0, Listen +0
Languages Common

AC 22, touch 11, flat-footed 21
hp 58 (10 HD)
Fort +9, **Ref** +5, **Will** +4

Spd 20 ft.
Melee *+1 frost longsword* +14/+9 (1d8+3/17–20 plus 1d6 cold) or sap +12/+7 melee (1d6+2 nonlethal)
Ranged mwk heavy crossbow +12 (1d10/19–20)
Base Atk +10; **Grp** +12
Atk Options Cleave, Power Attack
Combat Gear *potion of cure serious wounds* (2), *potion of bull's strength*, tanglefoot bag (2)

Abilities Str 14, Dex 12, Con 12, Int 9, Wis 10, Cha 8
Feats Cleave, Improved Critical (longsword), Improved Initiative, Power Attack, Weapon Focus (longsword)
Skills Climb +1, Intimidate +7, Ride +9, Swim +7 (–5 while armored)
Possessions combat gear plus *+1 frost longsword*, sap, masterwork heavy crossbow with 20 bolts, *+2 banded mail, +1 heavy steel shield, cloak of resistance +1*, badge of office, heavy warhorse, masterwork manacles (2), signal whistle, 142 gp

Hook "As commander of the militia, I order you to stop!"

TOM SHINGLE CR 7
(EMPORIUM CONTORTIONIST)

Male boggle rogue 4
CN Small monstrous humanoid
Monster Manual II 33
Init +10
Senses darkvision 60 ft., Spot –2, Listen –2
Languages Common

AC 22, touch 17, flat-footed 16; Dodge, Mobility, uncanny dodge
hp 40 (8 HD); **DR** 5/magic
Resist fire 5
Fort +2, **Ref** +14, **Will** +3; evasion

Spd 40 ft. , climb 30 ft.
Melee 2 claws +10 (1d4+2) and bite +5 (1d4+2) or mwk dagger +11/+6 (1d3+2/19–20)
Ranged mwk dagger +15/+10 (1d3+2/19–20)
Space 5 ft.; **Reach** 15 ft.
Base Atk +7; **Grp** +5
Atk Options improved grab, rend (2d4), sneak attack (2d6)
Special Atk *grease*
Combat Gear *rope of entanglement*
Spell-Like Abilities (CL 7th):
6/day—dimension door

Abilities Str 14, Dex 23, Con 13, Int 9, Wis 7, Cha 6
SQ scent, trapfinding, trap sense +1
Feats Dodge, Improved Initiative, Mobility
Skills Climb +14, Escape Artist +23, Hide +11, Move Silently +11, Sleight of Hand +13, Tumble +13
Possessions combat gear plus masterwork dagger (4), *+1 leather armor,* 50 ft. silk rope, masterwork manacles (4), 8gp

Hook "Tom in a twist, both legs, both fists."
Grease (Sp): At will, Tom can secrete an oily nonflammable substance from his skin that acts like a *grease* spell except it has a range of touch and lasts 8 rounds. A DC 12 Reflex save avoids this effect. Tom is immune to the effects of this substance.

TROVOST SKUNT CR 5
(MILITIA LIEUTENANT)

Male human fighter 5
LN Medium humanoid
Init +1
Senses Spot +1, Listen +1
Languages Common

AC 21, touch 10, flat-footed 21

hp 42 (5 HD)

Fort +7, **Ref** +2, **Will** +0

Spd 20 ft.

Melee *+1 battleaxe* +10 (1d8+6/x3)

Ranged mwk light crossbow +7 (1d8/19–20)

Base Atk +5; **Grp** +8

Atk Options Cleave, Improved Sunder, Power Attack

Combat Gear *potion of cure moderate wounds, potion of bear's endurance*

Abilities Str 16, Dex 13, Con 14, Int 10, Wis 8, Cha 12

Feats Cleave, Improved Sunder, Power Attack, Quick Draw, Weapon Focus (battleaxe), Weapon Specialization (battleaxe)

Skills Intimidate +9, Listen +1, Ride +9, Spot +1

Possessions combat gear plus masterwork battleaxe, masterwork light crossbow with 20 bolts, *+1 half-plate, +1 heavy wooden shield,* badge of office, masterwork manacles, 55 gp

Hook "Now what trouble is going on here?"

TYROL EBBERLY CR 4
(WEAPON DEALER)

Male human fighter 4

N Medium humanoid

Init –1

Senses Spot +1, Listen +1

Languages Common

AC 18, touch 9, flat-footed 18

hp 34 (4 HD)

Fort +6, **Ref** +0, **Will** +3

Spd 20 ft.

Melee mwk longsword +8 (1d8+4/19–20) or mwk lance +8 melee (1d8+2/x3)

Ranged mwk heavy crossbow +4 ranged (1d10/19–20)

Base Atk +4; **Grp** +6

Special Atk Ride-By Attack, Spirited Charge

Combat Gear *potion of cure light wounds* (2), tanglefoot bag (2)

Abilities Str 15, Dex 8, Con 14, Int 10, Wis 12, Cha 14

Feats Mounted Combat, Ride-By Attack, Spirited Charge, Weapon Focus (lance), Weapon Focus (longsword), Weapon Specialization (longsword)

Skills Diplomacy +4, Intimidate +6, Knowledge (nobility) +3, Ride +6,

Possessions combat gear plus masterwork longsword, masterwork lance, masterwork heavy crossbow, *+1 banded mail*, heavy steel shield, heavy warhorse, military saddle, 108 gp

Hook "Oh, I could tell a tale about my adventuring days, but let me pour you a drink first."

VALKUS DUN CR 10
(HIGH PRIEST OF HEIRONEOUS)

Male human fighter 3/cleric 7 (Heironeous)

LG Medium humanoid

Init –1

Senses Spot +4, Listen +4

Languages Common

AC 23, touch 9, flat-footed 23

hp 61 (10 HD)

Resist fire 10

Fort +11, **Ref** +4, **Will** +14

Spd 20 ft.

Melee *+1 shock longsword* +12/+7 (1d8 +3/19–20 plus 1d6 electricity)

Ranged mwk heavy crossbow +8 (1d10/19–20)

Base Atk +8; **Grp** +10

Atk Options Cleave, Power Attack

Special Atk spontaneous casting (*cure* spells), turn undead 5/day (+4, 2d6+10, 8th)

Combat Gear scroll of *flame strike* (CL 10th, DC 17), *wand of cure moderate wounds* (33 charges)

Spells Prepared (CL 7th, 1d20+11 to bypass SR):
4th—divination, divine power^{D}, freedom of movement
3rd—dispel magic, invisibility purge, magic circle against chaos^{D} (CL 8th), prayer
2nd—aid, hold person (DC 16), silence, spiritual weapon^{D} (+12/+7 atk, 1d8+2/19–20), zone of truth (DC 16)
1st—bless, command (DC 15), divine favor, magic weapon^{D}, sanctuary (DC 15), shield of faith
0—detect magic (2), detect poison, light, read magic, resistance

D: Domain spell. Domains: Law, War

Abilities Str 14, Dex 8, Con 12, Int 10, Wis 16 (18), Cha 14

Feats Cleave, Combat Casting, Greater Spell Penetration, Improved Turning, Iron Will, Power Attack, Spell Penetration, Weapon Focus (longsword)^{B}

Skills Concentration +11 (+15 when casting defensively), Diplomacy +7, Heal +9, Knowledge (religion) +10, Ride +2

Possessions combat gear plus *+1 shock longsword,* masterwork heavy crossbow with 20 bolts, *+2 full plate armor of fire resistance, +2 heavy steel shield, periapt of Wisdom +2, cloak of resistance +2, ring of counterspells* (*hold person*), *scroll of raise dead*, silver holy symbol, 89 gp

Hook "Heironeous is the true path to honor."

VELIAS CHILDRAMUN CR 4
(FATHERLY CLERIC OF HEIRONEOUS)

Male human cleric 4 (Pelor)

NG Medium humanoid

Init –1

Senses Spot +3, Listen +3

Languages Common, Gnome

AC 9, touch 9, flat-footed 9

hp 25 (4 HD)

Fort +5, **Ref** +0, **Will** +7

Spd 30 ft.

Melee light mace +3 (1d6)

Base Atk +3; **Grp** +3

Special Atk greater turning 1/day, spontaneous casting (*cure* spells), turn undead 5/day (+4, 2d6+6, 4th)

Combat Gear antitoxin (2), *Keoghtom's ointment* (2 uses), *potion of cure light wounds* (4), *potion of cure moderate wounds* (2), *potion of delay poison*, scroll of *remove curse*, scroll of *restoration*

Spells Prepared (CL 4th):
2nd—augury, cure moderate wounds^{D} (CL 5th), delay poison, lesser restoration
1st—bless water, comprehend language, cure light wounds^{D} (CL 5th), sanctuary (DC 14), remove fear
0—detect magic, detect poison, guidance (2), read magic

D: Domain spell. Domains: Healing, Sun

Abilities Str 10, Dex 8, Con 13, Int 12, Wis 16, Cha 14

Feats Brew Potion, Scribe Scroll, Skill Focus (heal)

Skills Concentration +8, Craft (alchemy) +5, Heal +13, Knowledge (religion) +8, Spellcraft +4

Possessions combat gear plus light mace, cleric's vestments, wooden holy symbol, 8 gp

Hook "By the blessings of Heironeous, I grant you His healing favor. Be well, child."

VENELLE CR 3
(BOWYER/FLETCHER)

Female human ranger 3

NG Medium humanoid

Init +6

Senses Spot –1, Listen +5

Languages Common, Elven, Halfling

AC 15, touch 12, flat-footed 13

hp 17 (3 HD)

Fort +3, **Ref** +5, **Will** +0

Spd 30 ft.

Melee short sword +4 melee (1d6+1/19–20)

Ranged mwk composite longbow +6 ranged (1d8+2/x3) or
mwk composite longbow +4/+4 ranged (1d8+2/x3)

Base Atk +3; **Grp** +4
Atk Options Point Blank Shot, Precise Shot
Combat Gear *potion of cat's grace, sleep arrows* (3)
Abilities Str 13, Dex 15, Con 10, Int 14, Wis 8, Cha 12
SQ wild empathy +4
Feats Endurance, Improved Initiative, Point Blank Shot, Precise Shot, Rapid Fire, Track
Skills Craft (bowmaking) +8,Hide +8, Listen +5, Move Silently +8, Survival +5
Possessions combat gear plus short sword, masterwork composite longbow (+1) with 25 *+1 arrows*, masterwork studded leather armor, 60 gp
Hook "Pleased to meet you. If you need a bow, I'm your lady."

Wee Jas Fanatic CR 3

Male or female human cleric 3 (Wee Jas)
LN or LE Medium humanoid
Init –1
Senses Spot +2, Listen +2
Languages Common
AC 16, touch 9, flat-footed 16
hp 20 (3 HD)
Fort +4, **Ref** +0, **Will** +5
Spd 20 ft.
Melee mwk dagger +4 (1d4+1/19–20)
Ranged dagger +2 (1d4+1/19–20)
Base Atk +2; **Grp** +3
Special Atk death touch 1/day (3d6), spontaneous casting (*inflict* spells), command undead 5/day (+4, 2d6+6, 4th)
Combat Gear *potion of bull's strength,* scroll of *cure moderate wounds,* scroll of *magic missile* (2)
Spells Prepared (CL 3rd):
2nd—aid, identify^{D}*, sound burst (DC 14)*
1st—cause fear^{D} *(DC 13), cure light wounds (2), shield of faith*
0—cure minor wounds, detect magic, guidance, read magic
D: Domain spell. Domains: Death, Magic
Abilities Str 12, Dex 8, Con 13, Int 10, Wis 15, Cha 14
SQ use spell completion and trigger items as 1st level wizard
Feats Combat Casting, Improved Turning, Skill Focus (Knowledge religion)
Skills Concentration +7 (+11 when casting defensively), Knowledge (religion) +9, Spellcraft +6
Possessions combat gear plus masterwork dagger, dagger (2), breastplate, heavy steel shield, *phylactery of faithfulness,* silver holy symbol, 61 gp
Hook "Death comes to us all, and I look forward to the great beyond."

Zalamandra CR 7
(Queen of the Veiled Corridor)

Female human rogue 7
CN Medium humanoid
Init +7
Senses Spot +5, Listen +5
Languages Common, Elven
AC 18, touch 14, flat-footed 15; Dodge, Mobility, uncanny dodge
hp 34 (7 HD)
Fort +3, **Ref** +8, **Will** +2; evasion
Spd 30 ft.
Melee *+1 short sword* +9 (1d6/19–20)
Ranged mwk dagger +9 (1d4–1/19–20)
Base Atk +5; **Grp** +4
Atk Options sneak attack (4d6)
Combat Gear *potion of the cat's grace, potion of cure moderate wounds, potion of invisibility*
Abilities Str 8, Dex 16, Con 13, Int 12, Wis 10, Cha 14
SQ trapfinding, trap sense +2
Feats Dodge, Improved Initiative, Mobility, Weapon Finesse
Skills Bluff +12, Climb +9, Diplomacy +16, Escape Artist +13, Hide +13, Jump +11, Listen +5, Move Silently +13, Sense Motive +10, Spot +5, Tumble +15
Possessions combat gear plus *+1 short sword,* masterwork dagger (3), *+1 studded leather armor, ring of protection +1,* 87 gp
Hook "I am confident we can meet your needs."

DIAMOND LAKE'S HINTERLANDS

Beyond the streets of Diamond Lake is a jagged expanse of wilderness. Wandering bands of militia patrol the region, keeping it mostly safe for the merchants, pilgrims, and travelers heading to and from the Free City. The following locations, while technically outside the town limits, play important roles in local affairs.

The Twilight Monastery

About two hours north of Diamond Lake, a towering crag called the Griffon's Roost casts a dark shadow over the muddy road to Elmshire. From a perch hundreds of feet above looms the cat-infested Twilight Monastery, a three-towered monument to an obscure philosophy of the Distant West. Two score monks dwell within the monastery, dedicating themselves to a litany of exercises meant to perfect the body and spirit. The secretive monks hold dusk as the holiest of hours, and sonorous chants emit from the Twilight Monastery's central courtyard when the night sky appears in the heavens.

Foremost among the monks is **Izenfen the Occluded** (LN female human monk 7), a peerless masked combatant thought to be one of the wisest figures in the hills. Travelers frequently seek her council, but most leave Diamond Lake without ever having gained access to the Twilight Monastery, for Izenfen deigns to speak with only a handful of pilgrims foretold to her via the agency of the night sky and an immense mirrored lens called the *Censer of Symmetry*. The *Censer*, which dominates the monastery's central courtyard, grants any who gaze upon it a +10 bonus on Profession (astrologer) checks made during a clear night. Junior monks polish its smooth surface throughout the day, and the whole of the order is prepared to defend it with their lives.

When word of the *Censer's* predictive prowess spread to the miners of Diamond Lake 20 years ago, a desperate contingent petitioned Izenfen to predict the location of the richest unclaimed local ore deposits, appealing to her compassion with tales of starving children and dangerously unpaid debts. The masked mistress of the Twilight Monastery rebuffed their pleas, triggering the miners' contingency plan—an ill-fated invasion of the monks' compound that left seven miners dead. Only a single member of the order perished—Imonoth, Izenfen's beloved daughter.

Immediately thereafter, Izenfen gathered a cadre of stealth assassins from the ranks of her best warriors, and silently set them upon the surviving invaders who still milked wounds in the petty shacks along Diamond Lake's waterfront. At an annual celebration called Darkstar's Kiss, the monks of the Twilight Monastery recite from memory the names of all fifteen miners murdered on that night, reminding themselves to always remain vigilant to the encroachment of outsiders. Rumors suggest that Izenfen's masked silent killers remain active to this day, citing the disappearance or mysterious deaths of nearly a dozen political enemies within the town.

Although the monks of the Twilight Monastery keep mostly to themselves and desire only to lead lives of undisturbed con-

Emporium Encounters

Zalamandra	Proprietress, Queen of the Veiled Corridor (CN female human rogue 7)
Gaspar	Doorman (N male human rogue 2)
Bogodor	Beastmaster (N male human ranger 2)
Percival	Dogsbody (NG male human commoner 1)
Daria Angel	Flirtatious Dragonfire dealer (CG female human commoner 3)
Nurelle	No-nonsense Norebonne dealer (CE female half-elf commoner 3)
Natalo Bask	Sardonic Rat Game attendant (N male human rogue 2)
Moroldo	Grumpy pit boss (NE male human expert 3)
Garavelle	Fence/casino cashier (N female human expert 1)
Auric	Gregarious former gladiator (N male human fighter 5)
Benazel the Alchemist	Talkative potionmonger (NG male half-elf expert 6/wizard 3)
Ariello Klint	Magician (CN male halfling sorcerer 3)
Shag Solomon	Wild child (N male quaggoth aristocrat 6)
Tom Shingle	Contortionist/gurner (CN male boggle rogue 4)
Chezabet	Fortuneteller (CG female human bard 4)
Grouse	Birdkeeper (CN male human expert 2)
Saffron	Dancer (NE female human commoner 3)
Sage	Dancer (CG female half-elf rogue 2)
Proud Polly	Companion (CN female human rogue 3)
Soft Ascobel	Companion (CN female human expert 5)
Gabriard	Companion (N male human expert 2)
Kurlag	Bouncer (N male half-ogre fighter 4)
Gristle	Sanitation (NE female half-orc warrior 3)

Feral Dog Encounters

Durskin	Retired marine with boat for hire (N male human commoner 1)
Gorvic	Bartender (NE male half-elf rogue 2)
Kullen	Seething gang leader (NE male half-orc barbarian 3)
Rastophan	Swamp-raised freakish goon (N male human ranger 2)
Todrik	Corrupt swordsman (NE male human fighter 2)
Merovinn Bask	Ill-tempered bald wizard (NE male human wizard 3)
Tirra	Playful Free City adventurer (N female elf rogue 5)
Pagget	Would-be dagger-throwing champion (N male halfling commoner 4)

Lazare's House Encounters

Lazare	Proprietor, dragonchess master (NG male human rogue 4)
Dannath	Hostess (NG female human aristocrat 2)
Trevant	Guest host (N male gnome commoner 2)
Allustan	The smartest man in Diamond Lake (NG male human wizard 8)
Golgan Hant	Trade Envoy of the Twilight Monastery (LN male human monk 3)
Khellek	Seeker of hidden lore (NE male human wizard 5)
Mélinde	Heironean bon vivant (LG female human paladin 3)
"Prince" Moonmeadow	Mine manager, dragonchess prodigy (CN male elf bard 4)
Chaum Gansworth	Mine manager (N male human rogue 4)
Luzane Parrin	Mine manager (N female human rogue 3)

Spinning Giant Encounters

Nimiscent	Brassy monologuing barkeep (NG female human expert 2)
Deputy Jamis	Corrupt lawman looking for trouble (NE male human fighter 3)
Dobrun Trent	Upstanding militia lieutenant (LN male half-elf fighter 6)
Mikela Venderin	Able militia lieutenant (N female human fighter 5)
Trovost Skunt	Cruel militia lieutenant (LN male human fighter 5)
Mélinde	Heironean bon vivant (LG female human paladin 3)
Primmith	Flirty server who reports to Balabar Smenk (N female human rogue 2)
Galuth Grobadore	High-volume friendly scolder (LG male dwarf expert 3)
Tyrol Ebberly	Weaponmonger (N male human fighter 4)
Manlin Osgood	Stoic smith (N male human expert 5)
Dietrik Cicaeda	Canny cartographer (NG male human expert 4)
Merris Sandovar	Garrison scout with Bronzewood ties (NG male human ranger 3)
Valkus Dun	High priest of Heironeous (LG male human fighter 3/cleric 7)
Velias Childramun	Fatherly Heironean healer (LG male human cleric 4)

templation, they frequently appear on the streets of Diamond Lake to reprovision or to engage in the trade of kalamanthis, a rare psychotropic plant grown regionally only on the slopes of the Griffon's Roost. Proceeds from this trade account for all of the monastery's activities, but initiates of the order are forbidden from taking it in all but the most controlled ritual circumstances. Kalamanthis is popular among all classes of Diamond Lake, but the real business is centered in the nearby Free City. Potential buyers frequently meet with elder monks in a secluded corner of Lazare's House along the Vein's central square to arrange payment and distribution to the neighboring metropolis. Both the wagons loaded with kalamanthis and the returning coaches loaded with city coin go unmolested in Diamond Lake, for all fear Izenfen's relentless invisible killers.

The Bronzewood Lodge

The ring of crumbling menhirs on the bluff overlooking Diamond Lake is a remnant of an ancient human druidic culture that once inhabited the region. They too came to the hills for the ancient cairns, seeing them as monuments to great ancestors of the invisible past. Although modern humans displaced the native druids during great migrations over a thousand years ago, pockets of indigenous architecture and culture remain. Foremost among these near-forgotten practices is veneration of Obad-Hai, the Shalm, the brooding patron of wilderness and natural order.

Druids and rangers who honor the Shalm and a host of minor nature deities and fey spirits (the so-called Old Faith) routinely congregate in great moots three hours northeast of Diamond Lake, at an ancient megalithic structure called the Bronzewood Lodge. Devotees of Ehlonna or the elven pantheon are welcome at these meetings, if a bit gruffly, but all other attendees must be invited personally by someone already within the circle of trust. At these great moots, the woodsfolk observe rituals from long ago, celebrate with great contests of strength and wit, and debate policy regarding the natural affairs of the region.

A small permanent community inhabits the Lodge itself and the wooded copse surrounding it. Perhaps 30 assorted druids, rangers, and scouts protect the sacred site and keep watch on the nearby roads and

Rumors in Diamond Lake

A successful DC 15 Gather Information check can garner one of the following rumors (roll 1d10):

1. One of the lodgers at the Able Carter Coaching Inn is a rich mine manager from the neighboring village of Blackstone. He has no guards, and several trunks for an extended stay. He'd better watch himself, 'cause if I know it, you can bet I'm not alone. [True]
2. Governor-Mayor Lanod Neff loathes the presence of the Twilight Monastery monks in his town, and plans to attack the monastery soon with the sheriff's boys and some mercenaries from the Free City. [Party True. Neff loathes the monastery, but is too afraid of Izenfen to strike. He has employed no mercenaries from the Free City, but the presence of Auric, Tirra, and Khellek is probably to blame for the confusion.]
3. Did you hear about what happened at the Spinning Giant last month? There was some kind of fight inside, and when the sheriff's boys tried to go in to make an arrest, the soldiers forced the lawmen to leave. My cousin was there, and swears that a couple of those Heironeous clerics stood up to them sheriff's boys, too. [True. Governor-Mayor Lanod Neff's goons are no longer welcome on "soldier" property.]
4. Last week me mate Barwik were on the Elmshire Road when he come across a dozen armored warriors. They weren't the garrison militia, neither. Had a flag with the symbol of Manzorian the Archmage, what lives near Elmshire. Barwik thinks he plans to invade Diamond Lake! [Partly True. The archmage has indeed marshaled a force in the northern hills, but he has no ambitions upon Diamond Lake.]
5. No one has seen Mestal Fixx, Balabar Smenk's right-hand man, in more than two weeks. I might be imaginin' things, but Smenk seems more on edge lately. I wonder if something big is about to happen? [True. Last week, Balabar Smenk awoke from a pleasant night's sleep to stare into the eyes of Mestal Fixx's disembodied head, courtesy of a pack of grimlocks aligned with the Ebon Triad. Smenk fed the body to his dire apes, and nervously maintains that Fixx is away on business.]
6. Somebody's moved into the Old Observatory. I saw a crew of Balabar Smenk's boys hauling all kinds of unusual contraptions and gear from a carriage parked outside the building. Heavy cloth sheets covered just about everything, but I could have sworn that some of the things they unloaded were huge glass tanks. [True. A handful of miners saw Kullen and his gang moving the necromancer Filge into the Old Observatory, a key location in "The Whispering Cairn."]
7. I hear Luzane Parrin's been hanging on the arm of Chaum Gansworth lately. My wife saw them leaving Lazare's House together last week, so there's something going on. So much for Gansworth's neutrality! [True. Parrin and Gansworth have been lovers for months.]
8. They say a horse was killed in Tilgast's walled stable last week. Opened from ear to ear. Old Tilgast had to pay the visiting merchant a fortune to keep things quiet, but the men who hauled away the carcass revealed everything one night at the Feral Dog. A lot of people are thinking about pulling their horses out of Tilgast's, but it's not as if the Lakeside Stables are any better. [True. The horse attack was a Smenk move to weaken Tilgast's beloved side-business.]
9. Old Ragnolin Dourstone seems like one of the better mine managers, but I heard he was run out of Greysemere after he caved in his own mines on his agitating workers. [True.]
10. I hear that one of the freaks escaped his cage at the Emporium. Crazy little bugger called "Demon Boy." Bright red skin, obsessed with fire, you can't miss 'im. Word is Shag Solomon will pay 100 pieces of gold to the first one what can turn 'im in. [True. Unfortunately for would-be bounty hunters, the nasty little creature has already departed Diamond Lake to find fame and fortune in the free-wheeling Free City.]

valleys. Occasionally, they step in to rescue a traveler from some natural menace, but just as often they warn explorers to stay on the roads and let the wilderness take care of itself. Their leader is **Nogwier** (N male human cleric of Obad-Hai 6), an aged proponent of the Old Faith who strives to keep the focus of his community on preservation of a near-extinct way of life and away from anger at the Free City and its operatives in Diamond Lake, whose avariciousness continually rapes the land. Nogwier urges cautious cooperation with Lanod Neff via a former Bronzewood man named Merris Sandovar, who now works as the garrison's chief scout, but he wishes that the Free City would have given him a more reasonable governor-mayor than Neff, and knows he won't outlive him.

The Lodge itself is a twelve-chambered structure composed of piled megaliths covered by earth. The cairn's central gallery contains a huge uprooted petrified bronzewood tree planted upside down so that its roots are exposed. Nogwier and his three servitors (N female human cleric of Obad-Hai 3) use the tree as a massive altar. Other chambers contain the sorted, commingled bones of generations of druids as well as priceless natural treasures accumulated over the course of centuries.

The Cairn Hills

A few hundred years ago, intrepid explorers discovered a fantastic cache of priceless artifacts entombed in one of the hundreds of ancient burial complexes hewn into the crags surrounding the Free City. The trove attracted legions of treasure-seekers to the Free City (then a mere trading post), and unbelievable wealth plundered from the tombs. The wealthiest explorers became the city's first nobility, and the Free City quickly became associated with easy wealth and fabulous archeological artifacts from long-dead civilizations that appeared to predate the emergence of gnomes and dwarves in the region. But the wealth didn't always come easy, as many of the forlorn tombs provided deadly surprises in the form of bound demon guardians, relentless constructs, and ingenious magical wards and traps. The hilly lands surrounding the City became known as the Cairn Hills, and the hunt for lost treasure became an important part of the region's cultural heritage.

But the treasure didn't last forever. Eventually, the cairns dried out, and unplundered tombs became more and more difficult to locate. Every decade or so a lucky explorer managed to strike it rich, but even more came away from their endeavors with nothing more than broken ankles and clothes singed by the fires of ancient protections. Several vanished entirely. Over the years, the Cairn Hills began to lose their allure, and the City fell upon difficult times.

Although abandoned cairns host no few bandit troupes and savage humanoid enclaves, two nonhuman communities play an important role in the Free City's economy, so much so that they impact even the remote mining town of Diamond Lake. These are the gnome warren of Grossetgrottel and the dwarven stronghold of Greysmere.

Three days (by coach) northwest of Diamond Lake, the Cairn Hills Trail enters a region of steep crags pocked with natural caverns. Five of these caverns lead to an interconnected series of gnome villages called Grossetgrottel. The gnomes of Grossetgrottel specialize in rare gems rescued from the subterranean depths, but each of the five villages focuses on a different trade or specialization. All told, some 800 gnomes call the place home, though about a quarter as many "expatriates" live in the Free City itself or in the mining towns surrounding it. Able gnome wardens and gem-encrusted constructs stand vigil over the surface entrances to each community, and nongnome visitors are subject to the legendary gnome suspicion.

South of the immense Mistmarsh, the Cairn Hills jut up to become the Abbor-Alz Mountains, and in a tight valley stands the imposing dwarven fortress of Greysmere, its impressive stone-carved façade reflecting in the still waters of a placid mountain lake. Tall mountains completely surround the valley, making the citadel one of the most easily defended locales in the region. Unusually for the dwarves, Greysmere stands open to all visitors, who are welcome in the enclave's upper markets and vast, agoraphobia-inducing galleries. More than 400 dwarves dwell within Greysmere, under the guidance of **Fionor the Rude** (LN male dwarf fighter 12), a downright mean little fellow who invites all new guests to his dinner table in hopes that they might provide a moment's entertainment. Despite his boorishness, Fionor respects those who command respect, and is a trustworthy friend.

Far less welcoming are the brooding inhabitants of the Cairn of the Green Lady, a reclaimed tomb on the opposite shore of Diamond Lake itself. Cloaked in robes of green and quick to threaten outsiders, these two-score devotees of the death goddess Wee Jas honor a fallen saint of that deity with mournful prayers to departed spirits and mysterious explorations of the hills nearby. They base themselves in the tomb of this departed servant of the Dark-Eyed Lady, whom they believe died during a great migration of humans across the treacherous hills more than a thousand years ago. Diamond Lake's Governor-Mayor Lanod Neff trusts the cultists only because they protect the town's boneyard from the sinister attentions of the community's most depraved residents. The order's leader, the enchanting **Amariss** (LN female human cleric 6), is always on the lookout for new recruits.

CONVERSION APPENDICES

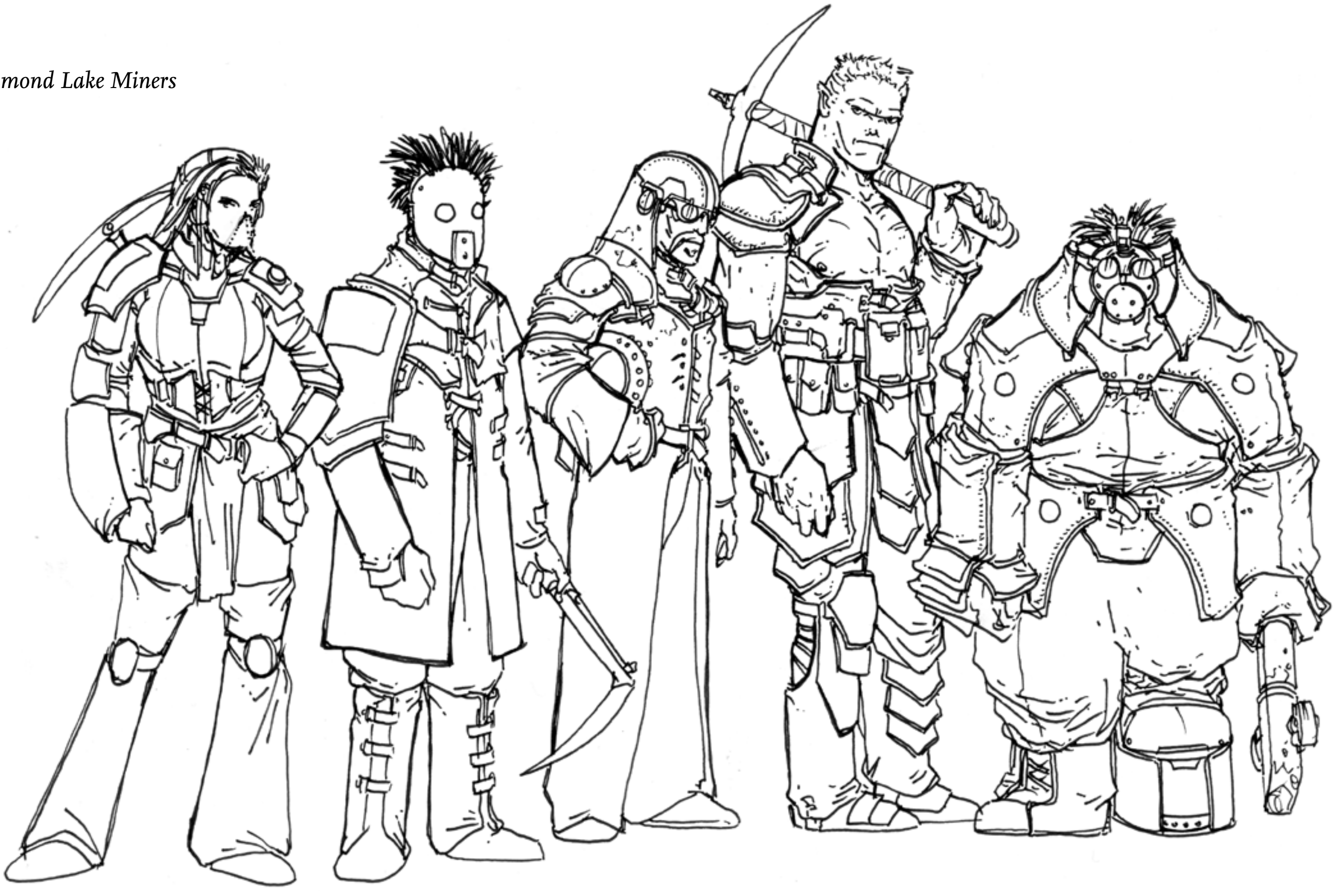
The following sections provide tips on converting the Age of Worms Adventure Path to the Eberron and Forgotten Realms campaign settings. Check out the web supplements for each Age of Worms adventure for individual adventure conversion appendices. Paizo will periodically update this file with new conversion appendices as time allows.

EBERRON CONVERSION APPENDIX

By Keith Baker

Eberron is a world shaped by prophecy. Dragons and demons fought a terrible war at the dawn of history, and the mightiest of the fiends were bound in the underworld of Khyber. But bonds can always be broken. For tens of thousands of years, the dragon sages of Argonnessen have studied star, stone, and sea, seeking insights into the living prophecy that shapes the destiny

Diamond Lake Miners



of Eberron. Those who know the secrets of the Draconic Prophecy have heard of the Age of Worms: a time of terror, a reign of death, when dragon and human alike will be corrupted and enslaved by the ancient evils. The seers of Argonnessen know that this darkness will one day overtake Eberron; they believe that it is inevitable. The only question is when. Over the course of this Adventure Path, a sinister force will set the wheels of the age in motion: it will fall to the heroes to serve as the agents of destiny, to find a way to stop the Age of Worms.

The Whispering Cairn

"The Whispering Cairn" introduces the idea of the Wind Dukes of Aaqa and the armies of Chaos, two ancient powers that fought at the dawn of time. In Eberron, the Queen of Chaos and Miska the Wolf-Spider were two of the mightiest children of Khyber. In the first age of Eberron, these beings and others of their ilk commanded vast armies of rakshasa and other fiends. When the couatl and the dragons rose up to fight the fiends that covered the land, they sought allies in all corners of the world, and ultimately even the outer planes. On Lamannia, the couatl emissary found a nation of mighty genies, and many were sympathetic to Eberron's plight. These were the Wind Dukes. Deadly warriors and powerful wizards, these elemental lords fought alongside the greatest of the dragons, and wind and fire scattered the armies of Khyber. Even today, the names of the Wind Dukes are still spoken in whispers in the ruined halls of Ashtakala.

But as powerful and valiant as the allies were, it was a battle that could not be won. The mightiest children of Khyber could not be destroyed: their spirits would simply reform. The couatl's retired into Sarlona, seeking to find a way to bind the demon lords. Meanwhile, the dragons and the Wind Dukes took a different approach—creating a weapon that could banish a fiend's essence from the Eberron itself. The Wandering Dukes traveled across Eberron and all of the known planes in search of power. And ultimately, they created the *Rod of Seven Parts*, forged in dragonfire and cooled in purest elemental air. Unfortunately, it was only used once before it was lost—but Miska the Wolf-Spider has never been seen again.

It is believed that all of the Wind Dukes were destroyed in the war against the rakshasa, but their tombs and relics still remain.

The Seeker Lodge

The Seekers can be incorporated into Eberron as is, as a new secret society. However, they could be an unscrupulous arm of Morgrave University, or an agency aligned with members of the Aurum who possess a particular love for antiquities. Alternatively, the organization could be replaced with the Wayfinder Foundation—although Wayfinders are less likely to resort to subterfuge.

Filge

In Encounter 5, a male elf corpse tells Filge "the Guild of Wizardry was wrong to turn

Garrison Militia

you out." This should be changed to "the Esoteric Order"—the Esoteric Order of Aureon, described on page 147 of the *Sharn: City of Towers* sourcebook. Filge's necromantic experiments violated the principles of the Esoteric Order, but as a rational arcane sage, Filge had no interest in joining the Order of the Emerald Claw, one of the usual bastions for necromancers. Humiliated, he made his way from Sharn to Diamond Lake, and he has been lurking in the shadows of the great towers ever since.

Backdrop: Diamond Lake

Diamond Lake is located in the Kingdom of Breland. Find the town of Moonwatch at the western edge of the Hilt, and follow the trade road to the northeast. When the road reaches the Dagger River, you will find yourself at Diamond Lake, high above the waters of the Dagger. On a clear day you can see the towers of Sharn—which serves in place of the Free City—to the southeast. Three times each week barges stop at the lower docks of the town, picking up shipments of ore to be processed in the foundries of the City of Towers. The small lake that gives the town its name is located up at the top of the cliffs, and some old salts claim that there are tunnels at the bottom of Diamond Lake that lead all the way down to the Dagger itself.

The mines of Diamond Lake run down into the cliffs along the Dagger's edge. The majority of the tombs and cairns in the hills around the town are tied to three cultures: the ancient goblins of the Dhakaani Empire, Malleon the Reaver and the other humans who first settled the region during the migration from Sarlona, and the strange, alien architecture of the daelkyr—the remnants of the war that shattered goblin civilization in ages past. And then there are a few older tombs, which legends claim date back to the Age of Demons itself. For centuries these structures have drawn scholar and adventurer alike, both hoping to uncover new ruins from the fallen civilizations—and to find treasures overlooked by those who have gone before.

Aside from the Dagger River to the east, few physical changes are required to use Diamond Lake in Eberron. Specific NPCs will be dealt with in the conversion notes for the adventures in which they appear. However, there are a few specific changes that will help to draw Diamond Lake more fully into Eberron, as outlined below.

Tidwoad's

The dragonmarked House Kundarak dominates the banking trade. As a result, the banker Tidwoad is actually **Tidwoad d'Kundarak** (LE male dwarf expert 5), who uses his dragonmark gift of *arcane lock* to help secure his many vaults. Tidwoad's bank also holds a House Sivis *speaking stone*, allowing residents to send and receive messages for a fee. A number of Sivis gnomes reside in the shop to operate the stone and assist Tidwoad with bookkeeping. The senior Sivis representative is **Lylana Lyrriman d'Sivis** (N female gnome bard 1/expert 3), a garrulous woman who will keep customers talking for as long as possible.

Healing

The largest dragonmarked outpost in Diamond Lake is the Jorasco house of healing, maintained by **Taskar d'Jorasco** (N male halfling adept 4/dragonmark heir 3). Taskar has a number of adepts and mundane healers in his employ, and he caters to travelers, injured miners, and adventurers who take unwise risks in the ruins. Healing spells and potions should be obtained at the refuge, as temple priests rarely sell their services.

Religion

The Chapel of Heironeous is dedicated to the sovereign Dol Arrah, the goddess of honor and battle, and the wall fresco displays Dol Arrah in battle with the dark god known as the Mockery.

The Church of St. Cuthbert is a temple of the Silver Flame. The followers of the Flame have always strived to fight both spiritual and physical evils, and the zealous Jierian Wierus exhorts his congregation to battle the evil that lurks within all mortal flesh through their frequent acts of flagellation.

The Diamond Lake Boneyard is protected and maintained by the Restful Watch, a small and obscure cult that worships both the sovereign lord Aureon and the deity known as the Keeper. Followers of the Restful Watch believe that the keeper snatches worthy souls to protect them from Dolurrh, and that some day, when the time is right, he will return these souls and the dead will rise again.

The Ebon Triad reveres the Shadow, the Mockery, and the Keeper—though they have a very different view of the Keeper than the Restful Watch.

Getting the Players Involved

Consider the following options for characters belonging to EBERRON's unique races:

Changelings: There are a few changelings in Diamond Lake. Most have ties to the Midnight Salute; Purple Prose may actually be a changeling herself.

Kalashtar: A kalashtar seer has had precognitive visions of a terrible disaster, but she cannot narrow the focus to determine its exact nature. A kalashtar may have been sent to the town to watch for any signs of this rising evil.

Shifters: There should be a number of shifters at the Bronzewood Lodge, but shifter rangers and scouts could also be attached to the garrison; the question is whether the character is a child of the wilds, or a member of Brelish society.

Warforged: The warforged are tireless workers with no need for food, and as such they would be welcome in the mines. However, established miners might see a new wave of warforged as a threat to job security. A former warforged soldier might continue to serve at the garrison. Or perhaps a warforged adventurer has become fascinated with the ruins: as a member of a race with no history, he is intrigued by the remnants of fallen nations.

The Three Faces of Evil

In "The Three Faces of Evil", the heroes battle the Ebon Triad—a cult that seeks to create a vessel for the power of three gods. But the Ebon Triad is actually the tool of an ancient evil that created the cult as a tool to usher in the Age of Worms.

The Ebon Triad

The cult of the Ebon Triad reveres three of the gods of the Dark Six: the Mockery, the Keeper, and the Shadow. The cultists believe that ritual and sacrifice can bring their lords to Eberron, combined into the singular force they call the Overgod.

Unfortunately for the cult, this is a doomed quest. The gods of Eberron are distant and enigmatic, if they even exist; they are not about to descend to the world as one or three. Power can be drawn from the heavens, and it is this force that empowers the aspect of the Overgod. The cult can create monsters like the aspect, but they will never bring true gods to the world.

The founders of the cult knew this from the very beginning. The cult of the Ebon Triad was founded by immortal rakshasas—members of the cabal known as the Lords of Dust (described in detail in *Dragon* #337). In the first age of Eberron, the world was ruled by the rakshasa and their fiendish overlords, spirits with the power to rival any god. In time, the overlords were bound by dragons and the Silver Flame. But many of the lesser spirits—the rakshasa—escaped this fate, and for tens of thousands of years they have schemed to release their masters. Thousands of years ago, the overlord Katashka merged with the human wizard Kyuss, but this newly-forged demigod was bound anew before he could unleash his full power. The Prophecy speaks of the Age of Worms, when Kyuss shall be freed to stretch his hand across the world. The Lords of Dust who serve Katashka have been preparing for this day for millennia, and the Ebon Triad is just one of the tools they have shaped to serve their purpose. This is a perfect example of the machinations of the Lords of Dust—a scheme that takes centuries to unfold, using human agents who have no idea of the true role they are playing. In time, the heroes will come face to face with the servants of Kyuss-Katashka; for now, they must fight the Ebon Triad.

The grimlocks in this adventure come from a grimlock culture that has turned from the worship of the daelkyr to revere the Keeper. They mine Khyber shards in the depths and craft *Keeper's fang* weapons, helping to spread the grasp of the Keeper across the world of the living. However, the dreams that led Grallak Kur to this place did not come from the Keeper; these were sent by the Lords of Dust.

For purposes of the adventure, replace Hextor with the Mockery, Vecna with the Shadow, and Erythnul with the Keeper.

Vecna

According to the adventure, the labyrinth was one of Vecna's lairs during his mortal days. But the Shadow was never mortal. To bridge this inconsistency, the DM may choose to say that this was the lair of one of the greatest acolytes of the Shadow and the Keeper—a wizard whose research into dark magic allowed him to break the borders of life and death to become the first human lich. This Vecna did not become a god, but he was one of the mightiest human wizards of history. His final fate is a mystery; he spread terror for a century after his death, then vanished. Some believe that he was killed by warriors of the Silver Flame. Other tales say that Vecna's own dark magicks consumed him. But some say that he lives still—that he is the lord of the Lair of the Keeper, or that he stepped into darkness to become the herald of the Shadow. A character would have to make a successful skill check in one of the following to have heard these tales: Knowledge (arcana) (DC 25), Knowledge (religion) (DC 20), bardic knowledge (DC 25).

The Tieflings

The tieflings guarding the mines are not the result of contact with the outer planes. Their ancestors ventured deep into the underdark, only to be corrupted by the dark power of the rakshasa overlords imprisoned in Khyber. Tieflings bridge the gap between the Cults of the Dragon Below and the Lords of Dust: they are loyal servants of the ancient powers, and a Lord of Dust may be able to call on the tieflings touched by his overlord to serve in his schemes. The tieflings in this adventure are servants of Katashka, and their tattoos display serpentine patterns and skeletal figures.

Khyber tieflings are native outsiders; in all other respects they are identical to standard tieflings.

The Aspect of the Overgod

At the end of the adventure, the heroes may have to battle an aspect of the Overgod, a creation of the faith of the Ebon Triad. Its appearance should be altered to reflect the gods it represents. As such, it has the body of a flayed giant, its raw muscle glistening with blood. Its head is that of a skeletal dragon, though fleshy eyes peer out of its bony sockets. The entire creature is surrounded by halo of dark mist—the cloak of the Shadow. It still has six arms tipped with vicious talons. Two belong to the flayed giant. Two are the bony forelimbs of a skeletal dragon; the left is missing its forelimb and paw. And two are limbs of pure shadow; these are insubstantial and cannot actually harm anything solid.

The statistics of the aspect remain the same. The Standard of Hextor instead summons the weapons of the Mockery, a pair of kamas. However, the damage remains the same; one kama strikes at +13, the other at +8, and each inflicts 1d8+8 damage.

FORGOTTEN REALMS CONVERSION APPENDIX

By Eric L. Boyd

The Age of Worms adventure path can be incorporated into the Forgotten Realms with a minimum of work for the Dungeon Master. The online supplement for each installment of the adventure path will be accompanied by an appendix detailing suggested adaptations to the adventure. Note that in lieu of repeatedly saying "In the Realms, XXX is known as YYY," these sidebars use the convention "XXX (YYY)."

Future Forgotten Realms products will not treat the events in the Age of Worms adventure path as "canon," but the unfolding of events suggested in these appendices will not diverge unduly from the "core Realms" unless the characters fail or the Dungeon Master wishes them to. Each Forgotten Realms appendix may refer to various Forgotten Realms products, including, but not limited to, *City of Splendors: Waterdeep*, *Faiths & Pantheons*, *Lost Empires of Faerûn*, *Serpent Kingdoms*, and *Underdark*, but only the *Forgotten Realms Campaign Setting* should be strictly necessary to adapt the campaign to the Forgotten Realms.

Characters in the Realms version of the arc begin their careers in the town of Daggerford (Diamond Lake) along the banks of the River Delimibiyr, exploring the Forlorn Hills (Cairn Hills) and the Lizard Marsh (Mistmarsh) before moving to Waterdeep (Free City), Longsaddle (Magepoint), the Chultan Peninsula (Amedio Jungle), Starmantle (Alhaster and Redhand), and Skull Gorge (Rift Canyon and Wormcrawl Fissure). For those DM's who used the Shackled City Adventure Path in the Realms, note that these appendices assume that the city of Cauldron sits in a caldera on the Chultan Peninusla, on the northern slopes of the Sanrach Mountains, just east of the Jungles of Chult.

Backdrop: Diamond Lake

The adventure path begins in late spring of the Year of Lightning Storms (1374 DR) in the town of Daggerford (Diamond Lake), which lies along the northern bank of the River Delimibyr (Diamond Lake) where the Trade Way crosses the river. Aside from a brief mention in the *Forgotten Realms Campaign Setting*, further details about Daggerford may be found in the 1e and 2e products *N5—Under Illefarn*, *Volo's Guide to the Sword Coast*, and *The North*. *The North* is available as a free PDF download on the Wizards of the Coast website, **wizards.com/dnd**, and contains a map of the town.

Daggerford differs from Diamond Lake in that it is walled, it lies on the banks of a river ford, not a lake, and, until recently it was a much nicer place than Diamond Lake and ruled by a hereditary duke. The most important difference is that the mining industry does not dominate Daggerford to the extent that it does in Diamond Lake, so that the conflicts among the mine owners are but one of many threads of conflict within the town of Daggerford. The DM can either use the map of Diamond Lake with Realms-version place names or the Daggerford map found at the above-mentioned URL.

The most prominent deities in Daggerford include Chauntea (Beory), Lathander (replaces St. Cuthbert, although dogmatically Helm is a better substitute), Tempus (Kord), Tymora (Olidimmara), and Tyr (Heironeous). Local sects include the Bronzewood Lodge of Silvanus (Obad-hai), the Cult of Ascended Lovers (Cult of the Green Lady, a local sect that venerates Kelemvor and a LN aspect of Mystra in lieu of Wee Jas), and the Old Order (Twilight Monastery). The Ebon Triad is a sinister cult venerating three gods slain during the Time of Troubles (1358 DR): Bane (Hextor), Bhaal (Erythnul), and Myrkul (Vecna). The Realms-version of the Ebon Triad seeks to bring about the rebirth of the Dead Three. Unlike in the standard adventure path, where cultists of the Ebon Triad are dangerous, deluded fools, the Realms-version of the cult is actually on to something, acting as key players in a centuries-old divine plot initiated during the Age of Netheril by Jergal, Lord of the End of Everything.

Nearly two years ago, unknown assassins poisoned the Duke of Daggerford, Pwyll "Greatshout" Daggerford, his sister, Lady Bronwyn, and his bastard brother, Lord Llewellyn Longhand, leaving the duchy without an heir. (Luzane's late husband died in the same incident.) The perpetrator(s) were never caught. Soon thereafter, the Town Council met and elected Lanod Ondabar (Neff) of Irieabor, the little-known brother of the well-respected Delfen "Yellowknife" Ondabar (Allustan, but CN, short, and increasingly stout), as Governor-Mayor. Rumors suggest that the Town Council settled on Lanod Ondabar as a compromise candidate and lesser evil in lieu of Balabar Smenk.

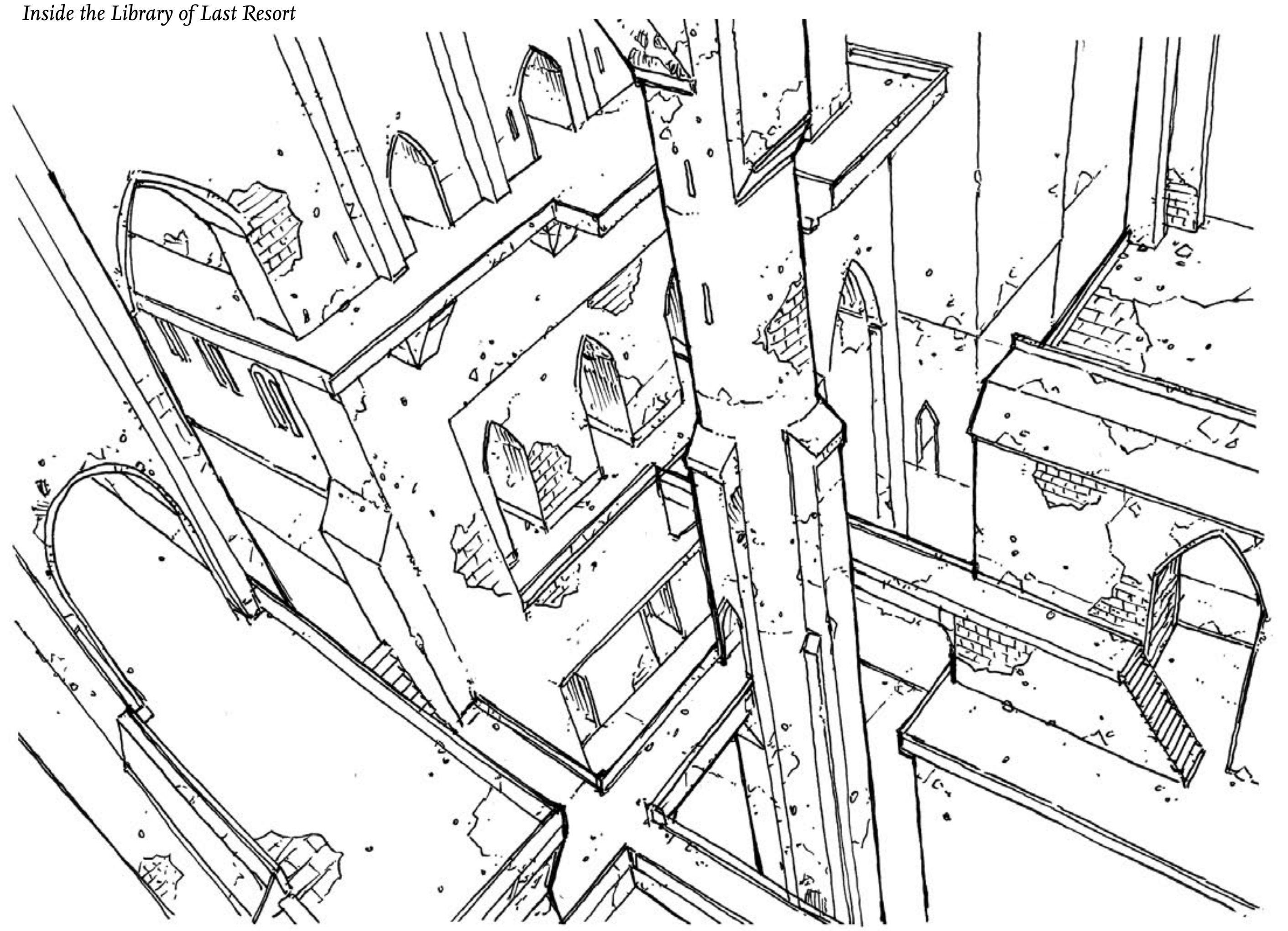
As Governor-General, Lanod quickly appointed his old adventuring companion, Cubbin, as sheriff and began selling political favors from the former duke's castle to the highest bidder. In less than 24 months, the once-proud town of Daggerford has become synonymous with vice and exploitation, to the frustration of Sherlen Spearslayer (female variant of Captain Tolliver Tresk). Long-established businesses have been sold, their owners forced out by "new investors" allied with Lanod and Cubbin.

In conscious imitation of the Lords of Waterdeep, the identities of the 23-member Town Council of Daggerford are nominally secret except to each other, but "everyone" knows the roster includes the town's guildmasters and most prominent clerics. The current Council roster includes Baergon Bluesword (CG male half-moon elf fighter 7/cleric 7 [Tempus]), Bando the Lame (CG male lightfoot halfling cleric 9 [Tymora]), Derval Ironeater (Dulok Blitzhame), guildmaster of the blacksmiths, Korbus Brightjewel (CN male rock gnome illusionist 7), guildmaster of jewelers and whitesmiths, Liam Sunmist (Jierian Wierus, LG male Tethyrian human cleric 10 [Lathander]), Maerovyna (LG female Tethyrian human cleric 9 [Chauntea]), Nartan the Merchant (LE male shield dwarf warrior 9), guildmaster of merchants, and Balabar Smenk, guildmaster of the mine owners. Other guilds include the animal handlers, carpenters, farmers, heralds and runners, leatherworkers, moneylenders, physicians, pleaders, rivermen, scribes, spellcasters, tailors, tanners, taverners, and watermen.

Locations of note in Daggerford include the community Stables (Lakeside Stables), the Barracks (Garrison), Black Stone Inn (the Midnight Salute), Delfen's Tower (Allustan's Residence), the Ducal Castle (Neff Manor), the Happy Cow (the Feral Dog), Zalamandra's Emporium (formerly the River Shining Tavern), Daggerford Inn (Jalek's Flophouse), Farrel's Fine Jewelry and Apparel (Tidwoad's), and the Merchants' Guild (General Store). NPCs of note include Bitris Ironaxe (Bitris Ruthek), Demetira Landscraper (female shield dwarf variant of Jalek), Derwin Ironeater (Ragnolin Dourstone, brother of Derval), Filarion Filvendorson (Ellival Moonmeadow), Galuth Ironaxe (Galuth Grobadore), Kaulbach (female variant of Velias Childramun), and Ransaran (Tyrol Ebberly).

The region surrounding Daggerford is best described in the web enhancement for *City of Splendors: Waterdeep*, found on the

Inside the Library of Last Resort



Wizards of the Coast website. Waterdeep, City of Splendors (the Free City), lies 120 miles by highway through plains terrain to the west-northwest. Criam Hold (Blackwall Keep) lies 15 miles west by river (downstream) or by trackless plains, on the edge of the Lizard Marsh. Julkoun (Blackstone) and Secomber (Elmshire) lie 90 and 165 miles east, respectively, by river (upstream) or by road/trail through hills. The Bronzewood Lodge lies across the river and 90 miles to the east by trackless plains, near the northern edge of the Misty Forest. Daggerford's iron and silver mines lie 5 to 20 miles to the east of town by mountain trail, on the same side of the river, in the small range of mountains that rise up at the southern end of the Forlorn Hills (Cairn Hills). (This range is small enough that it does not show up on the general map of the Realms found in the *Forgotten Realms Campaign Setting* but does appear in the map accompanying the *City of Splendors: Waterdeep* web enhancement. The southern end of the Forlorn Hills lies east of Daggerford along the northern bank of the River Delimibyr, south of the Forlorn Hills and the trail that connects Secomber with the Trade Way.) Mount Illefarn (Greysmere) is the most prominent of the mountains and perhaps the only one to merit the name, while Grossetgrottel lies within a lesser known peak to the west.

Finally, note that half-orcs are the legacy of numerous invasions from the Spine of the World (the "orc nation"), while human barbarians are likely descendants of the Uthgardt tribes that wander the north or the clans that live on the High Moor to the south and east.

The Whispering Cairn

As discussed in the Realms sidebar for the Diamond Lake Backdrop, the adventure begins in Daggerford (Diamond Lake) on the northern shore of the River Delimibyr, south of Waterdeep (the Free City). The Whispering Cairn and the Stirgenest Cairn lie upriver from Daggerford, among the southernmost peaks of the Forlorn Hills (Cairn Hills), south of the Delimbiyr Route. It takes a full day (8 hours) to make the hike from Daggerford to the abandoned mine office.

In the Realms, the Wind Dukes of Calim (Aaqa) were djinni (vaati) generals of the Calim Empire in what is now far-off Calimshan. Their ancient foes were the armies of Memnonnar (Chaos army) led by the great efreet general Memnon (Miska the Wolf-Spider) in service to Kossuth (Queen of Chaos), the elemental Lord of Fire. The Era of Skyfire (Battle of Pesh) ended thousands of years ago in the destruction of both genie-led empires and the creation of the Calim Desert (Pesh). The *Scepter of Calim* (*Rod of Law*) was symbol of the djinn's sovereignty in the lands south of what is now the River Agis until it was shattered by the elven High Mages of Keltormir. It is now known as the *Shattered Scepter of Calim* (*Rod of Seven Parts*). The djinni buried their dead in the cold, unclaimed lands of northern Faerûn, far beyond the grasp of Memnon's tomb-raiding legions. Further details on the history of the Calim Empire and Memnonar can be found in the *Forgotten Realms Campaign Setting*, *Lost Empires of Faerûn*, and in the second edition product *Empires of the Shining South*.

Artophanx is a small magma paraelemental (see *Manual of the Planes*, page 182) who served Memnon ere his imprisonment.

The Whispering Cairn was last explored by Ulavant, an unscrupulous tomb hunter (Shade hunter, see *Champions of Ruin*) backed by a minor sect (the Seekers) within the Church of Oghma who seek to "liberate knowledge" by any means necessary and often to their own personal benefit. Details of Ulavant's band may be found in Waterdeep among the musty tombs of the Font of Knowledge (Seeker Lodge).

The architecture and artifacts of the Whispering Cairn once owned or created by the djinni Icosiol, Nadroc, and Zosiel reflect the art and culture of the djinni-led Calim Empire. Depictions of Zosiel, as found in #7, #24, and #25, show a proud djinn warrior. The statues in #10 and #15 depict proud djinni nobles. The Guardian of the Veil is a mythic figure of djinni lore.

Aside from Anders and Alastor, the Land family died of the Red Death plague in the Year of the Shadows (1358 DR), a magical disease unleashed during the chaos of the Time of Troubles. Anders died in the Year of the Boot (1343 DR). Alastor ran away in the Year of the Moonfall (1344 DR).

Filge hails from the City of Splendors, an outcast from Waterdeep's Watchful Order of Magists and Protectors (Guild of Wizardry).

The Three Faces of Evil

In the Realms, the Ebon Triad is a sinister cult venerating three gods slain during the Time of Troubles (1358 DR): Bane (Hextor), Bhaal (Erythnul), and Myrkul (Vecna). The Realms-version of the Ebon Triad seeks to bring about the rebirth of the Dead Three. Unlike in the standard Adventure Path, where cultists of the Ebon Triad are dangerous, deluded, heretical fools, the Realms-version of the cult is comprised of dangerous heretics who are actually on to something, acting as key players in a centuries-old divine plot initiated during the Age of Netheril by Jergal, Lord of the End of Everything. In the Realms version, the Ebon Triad is marginalized more by its embrace of three dead gods than its heretical beliefs. If Jergal's long-simmering ploy succeeds, the resurrection of the Dead Three will enable him to circumvent Ao's strictures and absorb the power of all three gods, transforming the Lord of the End of Everything into the Overgod.

The *Nethertome of Trask* was penned by an archmage of Netherese descent in the Year of the Telling Tome (668 DR). Trask is said to have explored the ruins of Holloway, a Netherese city that lay in the depths of the Hollow (see the *Netheril* boxed set, available for free download at **wizards.com/dnd**), now known as Skull Gorge, and discovered the *Way of the Ebon Triad* therein. In the *Nethertome*, Trask indicates that the *Way of the Ebon Triad* may actually date back to the primitive humans who inhabited the gorge's caverns long before the rise of the Netherese, although in truth those writings were placed there by servants of Jergal ere the founding of Holloway.

In the Year of the Banner (1368 DR), Theldrick and a company of tieflings fled Darkhold during the Second Banedeath, as the purge of Banites from the ranks of the Zhentarim by Cyricists in that year is known. Although Bane has since returned, Theldrick and his followers never returned to Darkhold, preferring to make their own way among the wilds of the North. Garras and Kendra hail from the Amnite city of Purskul (see *Lands of Intrigue*, available for free download at **wizards.com/dnd**). Note that Garras, Kendra, and Theldrick have the Hatred domain (see the *Forgotten Realms Campaign Setting* or *Player's Guide to Faerûn*) in lieu of the War domain, employ the morningstar in lieu of the heavy flail, and lose the bonus Weapon Focus feat. Likewise, Theldrick replaces his domain spells with *protection from good*, *scare*, and *bestow curse*, and he particularly enjoys taunting followers of Tyr (Heironeous).

Below Boreskyr Bridge, the Winding Water is foul and loathsome, flowing black until many miles west of Trollclaw Ford. The river's waters were poisoned by the death of Bhaal during the Time of Troubles. Unbeknownst to all but a few intrepid explorers of the Realms Below, the tainted water also drains down into the Underdark, eventually mingling with an underground river that passes through the grimlock town of Reeshov (see *Underdark*). Although the water is not befouled at that point, some hint of Bhaal's power must remain within the waters. After Grallak Kur drowned in the river's waters (murdered by a rival) before being brought back to life, the *Way of the Ebon Triad* was revealed to him in a series of visions. The grimlock oracle founded a Cult of Bhaal, but the dead god's followers were eventually unmasked and driven from the town. Inspired by a vision, Grallak led his followers north to the Black Cathedral, where they joined the Faceless One's followers. Note that Grallak needs to replace his Combat Casting feat with Servant of the Fallen (Bhaal) (see *Lost Empires of Faerûn*), lose the bonus Weapon Focus feat, add a dagger to his possessions, replace his domains with Death and Destruction, and change his domain spells to *inflict light wounds* and *death knell*.

THE WORLD OF GREYHAWK CONVERSION APPENDIX

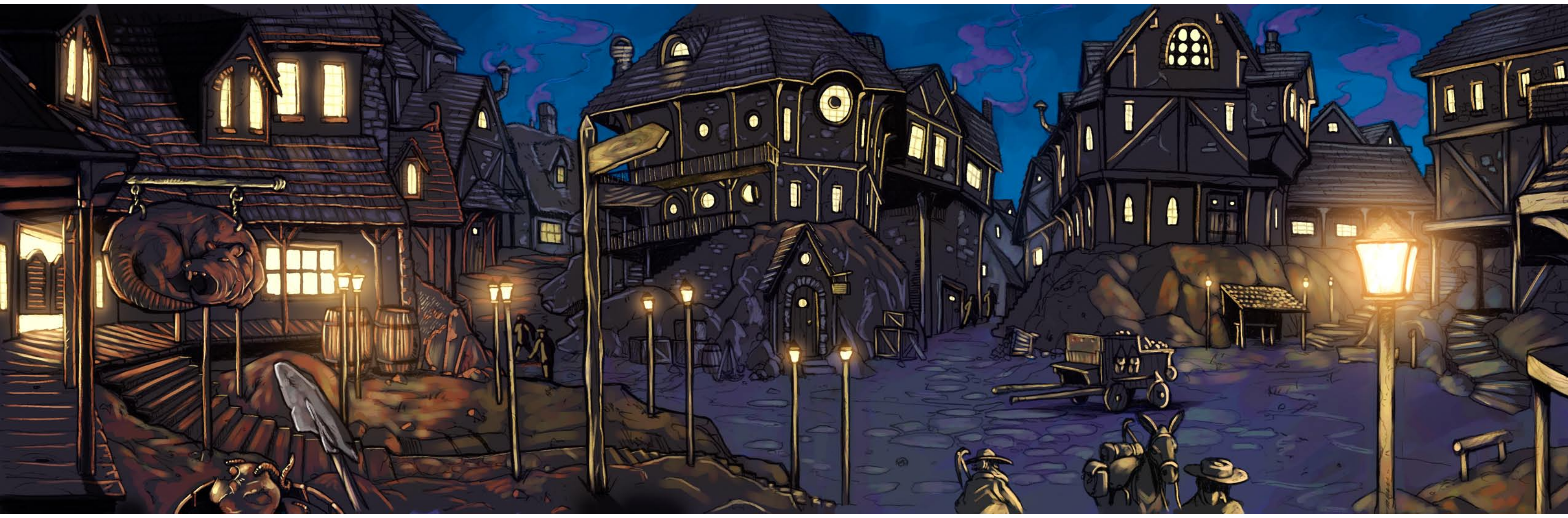
Fans of the World of Greyhawk campaign setting will find that adapting the Age of Worms Adventure Path takes a minimum of effort. The Free City, of course, is the Free City of Greyhawk. Readers seeking more information about the fabulous Free City should seek out the *City of Greyhawk Boxed Set* and *Greyhawk: The Adventure Begins*. Both supplements are now out of print, but PDFs can be purchased online through a number of officially licensed retailers.

Using this approach, the archmage Manzorian becomes Tenser, former member of the Circle of Eight and one of the most powerful agents of good in the Flanaess. His associate Balakarde becomes Bucknard, who vanished in the Wormcrawl Fissure decades ago. The current year is 595 CY.

The Twilight Monastery, outside Diamond Lake, is dedicated to the tenets of Xan Yae, a goddess of Twilight, Stealth, and Shadows from the distant Baklunish West. Izenfen's silent killers honor Zuoken, a demigod in Xan Yae's service. The *Living Greyhawk Gazetteer* offers more information on these beings.

Future conversion appendices will appear in the Online Supplements for the issues in which new adventures appear, as well as in updated versions of this file, which will be uploaded to ***paizo.com*** *as the Age of Worms Adventure Path progresses and as time allows.*

Chad Du Lac & Jim Zubkavich

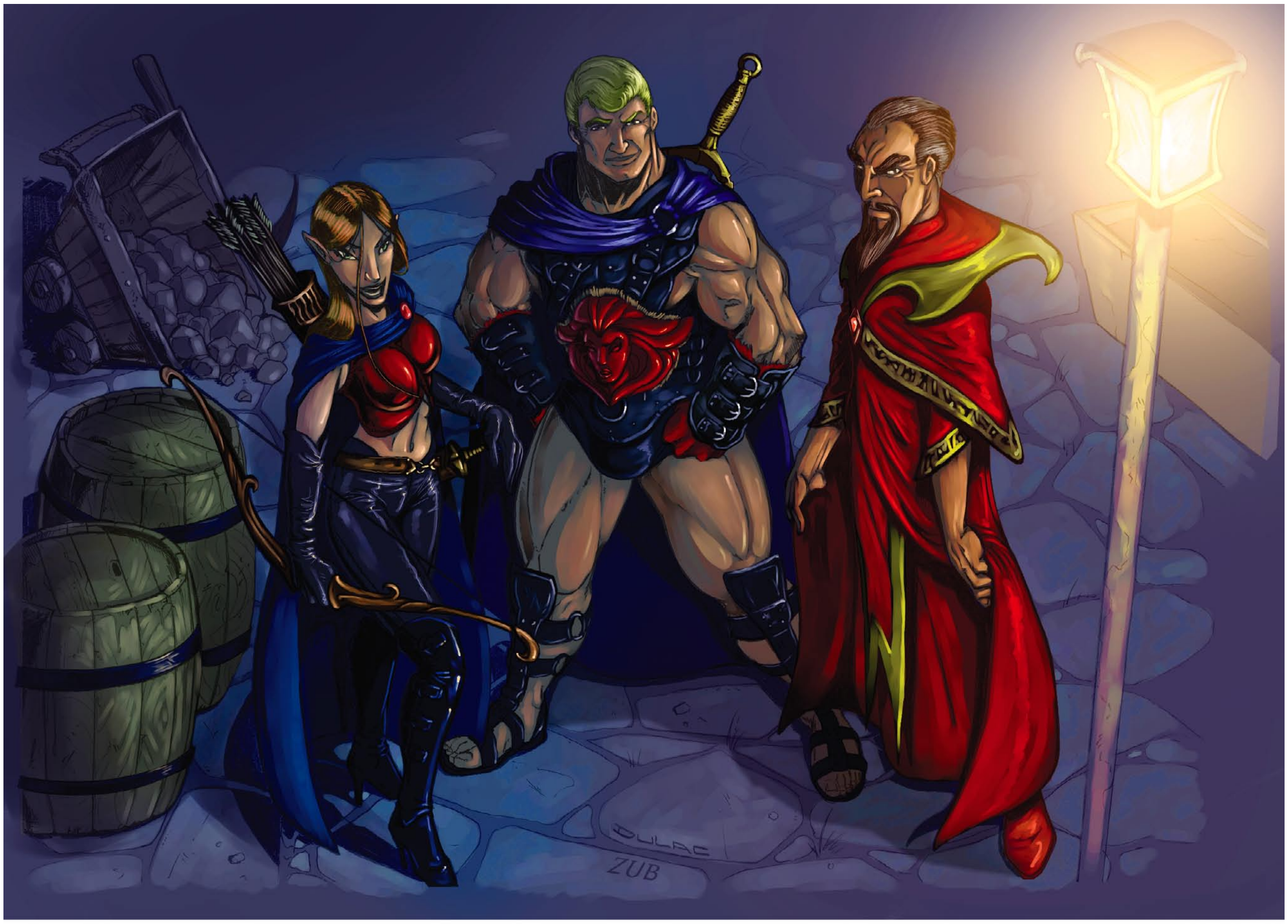


BACKDROP: DIAMOND LAKE

By Erik Mona

Kick off *Dungeon*'s new 12-adventure Age of Worms Adventure Path campaign with this overview of Diamond Lake, a run-down mining community nestled in hills laden with the tombs of a dozen lost civilizations.

Tirria, Auric, and Khellek



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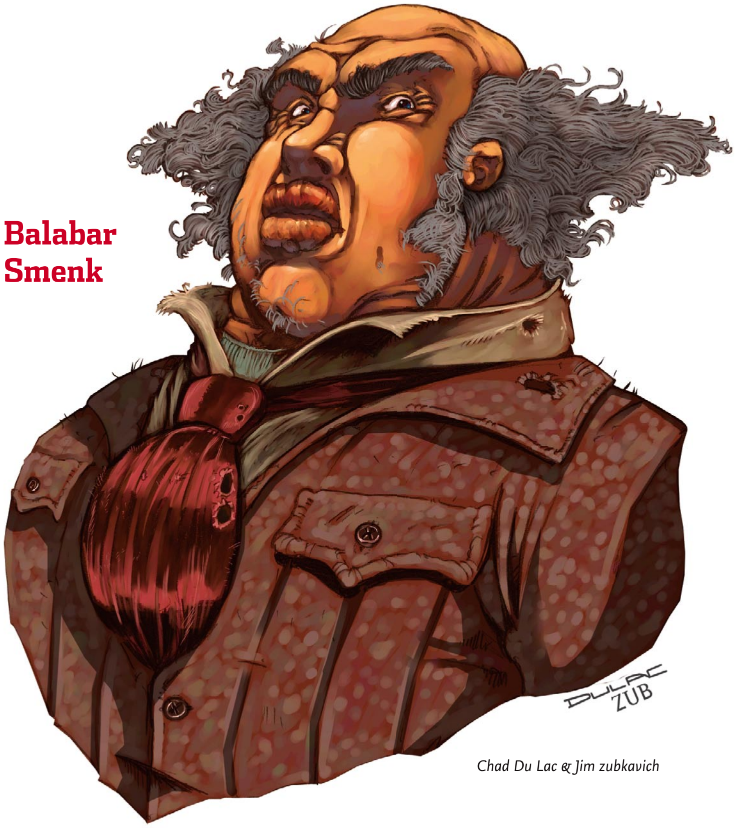
Balabar Smenk



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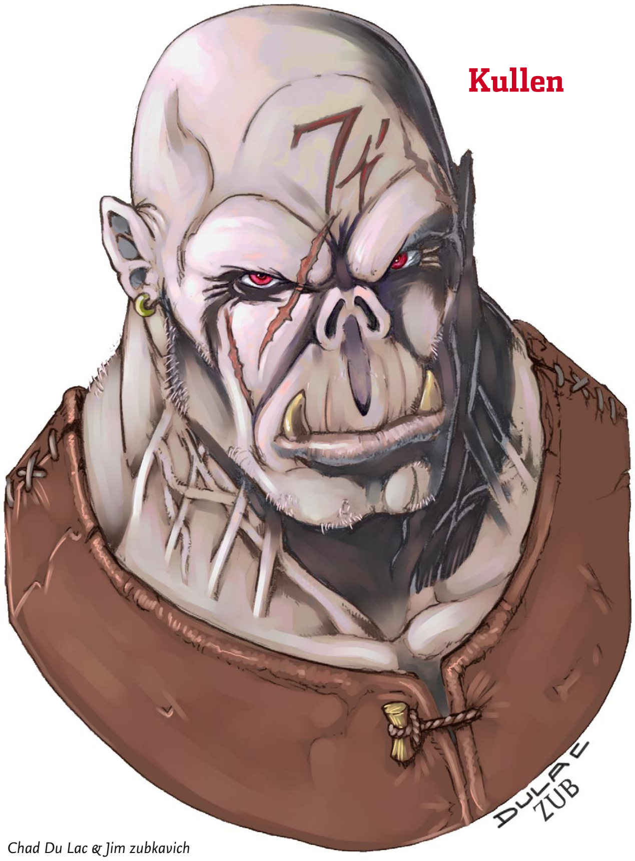

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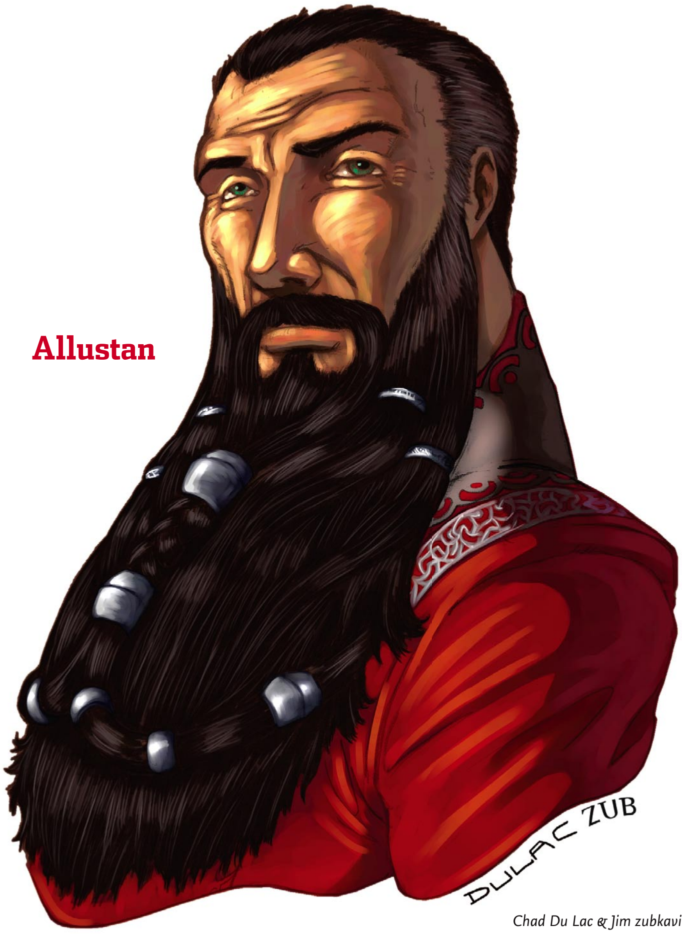
Allustan



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Joachim '05

AGE OF WORMS

THE WHISPERING CAIRN

Since the beginning of history, humanity has measured time in Ages. Ages of Glory, of Dreams, and even of Great Sorrows mark the human tally of years, giving a sense of order to the events of past centuries. But one age has yet to occur—an age of darkness, of decay, and of writhing doom. Witty bards and wrathful preachers know it as the Age of Worms, weaving it into the peripheries of their passion plays as a mythic era of destruction that could begin at any time. Astrologers, diviners, and the servants of Fate know more. The canniest among them fear that the Age of Worms has already begun.

"The Whispering Cairn" is a DUNGEONS & DRAGONS adventure designed for four 1st-level characters. Characters will advance to 3rd level by the end of the adventure. This is the first installment in the Age of Worms Adventure Path, a complete campaign consisting of 12 adventures, several "Backdrop" articles to help Dungeon Masters run the series, and a handful of poster maps of key locations, all published over the course of the next year in *DUNGEON* magazine.

The campaign will take characters from the humble beginnings of 1st level to the mighty responsibilities of 20th. The format of the campaign is episodic, with individual chapters able to stand alone despite a "plot" that runs through the entire series. The full scope of this plot will become clear as each installment appears, but we'll periodically provide updates and sneak previews of upcoming installments to help you plan ahead and get the creative ball rolling. The first such update, "The Road Ahead," appears in *DUNGEON* #125.

BY ERIK MONA
BY JOACHIM BARRUM, STEVE PRESCOTT, AND EVA WIDERMANN
BY ROBERT LAZZARETTI
AGE OF WORMS CALLIGRAPHY BY DARLENE
ADVENTURE PATH | LOW-LEVEL (1ST–5TH) | DUNGEON CRAWL

Campaign Setting

The Age of Worms Adventure Path has been designed with maximum flexibility in mind. The "world" behind the adventures is consistent with that implied by the core rules of Dungeons & Dragons. The towns and cities of the Adventure Path host churches to St. Cuthbert and Heironeous, but these and other faiths important to the series can be easily substituted with religions from Eberron or the Forgotten Realms, as well as with clergies of the DM's own design. The "setting" of the Adventure Path is designed as a framework, not as a muzzle on the DM's creativity. The series will remain tightly focused on the "milestone" locations necessary to run the ongoing campaign. If you want to run the campaign in Eberron or the Forgotten Realms, there's nothing stopping you. In fact, we'll even help out with substantial adaptation appendices for each adventure by Keith Baker (Eberron's creator) and Eric L. Boyd (*Faiths & Pantheons, Serpent Kingdoms, City of Splendors: Waterdeep*). Greyhawk fans will find much to like in the Adventure Path's use of the core D&D setting. You can find these appendices in the *Dungeon* #124 Online Supplement, currently available at paizo.com/dungeon.

Preparation

To play the Age of Worms Adventure Path, you will need a copy of the Dungeons & Dragons core rulebooks (the *Player's Handbook*, *Dungeon Master's Guide*, and *Monster Manual*). Most of the monsters encountered in this and the adventures to come will be drawn from the *Monster Manual*, but we'll occasionally use creatures from other sources. When we do, we'll be sure to include all of the important information here in the magazine, but you'll probably find it helpful to have copies of the *Monster Manual 2*, *Monster Manual 3*, and *Fiend Folio* to fill in the details and to populate "off map" areas.

The action in the first few adventures takes place near the town of Diamond Lake, a corrupt mining community three days' ride from the fabulous Free City, metropolis of wizards and thieves. Before you begin this adventure, take a moment to unfold the map we've provided in this issue and take in the major set piece for the first arc of the campaign. Think about how to make the town of Diamond Lake *your* town. What creatures dwell in the hills surrounding Diamond Lake? What treasures lie at the bottom of the lake itself?

Then turn to the "Backdrop: Diamond Lake" article on page 48 and discover Diamond Lake's history and dangers. Pay particular attention to the Adventure Hooks section, which offers tips on how to get each player character involved in the story. The Backdrop article helps with the most important elements you'll need to make Diamond Lake come alive, but filling in the blanks yourself is the real fun of D&D.

Throughout the campaign, Campaign Seed sidebars will preview future Age of Worms installments. These sidebars offer glimpses into the future, and keep you updated on the most important NPCs and events of the campaign as they are introduced. During the course of the campaign, you'll need to keep plenty of secrets from your players, but we don't intend to keep any secrets from you.

ACT ONE: THE WHISPERING CAIRN

This adventure assumes that the PCs begin their adventuring careers in the lively mining town of Diamond Lake, a muddy smudge on the map of the hills east of the fabulous Free City. Diamond Lake's inhabitants are predominately miners and laborers, serious folk who spend most of their lives toiling below ground. When not working, the miners celebrate along the Vein, a seedy road lined with alehouses and brothels. Overall, the village is a sooty, sullen place prone to unpleasant bursts of violence and passion. But Diamond Lake holds plenty of opportunities for adventure, for the uplands surrounding the town are rife with the ancient tombs and burial cairns of long-dead cultures.

Idle chatter around the village speaks of a trio of richly dressed adventurers who frequent the taproom of the Feral Dog, Diamond Lake's most notorious tavern. The confident heroes of the Free City spoke of hard-won battles on their journey to Diamond Lake, and of their intention to explore the long-abandoned Stirgenest Cairn on the lake's distant southeastern shore. The PCs, being natives of Diamond Lake, know that cairn is oft explored by the community's youth, who always find it completely empty of marvels and perfectly harmless.

Not so another cairn within a day's ride of the village. This cairn lies near an iron mine that went dry about 50 years ago. The mine's charter lapsed when its manager died a few years later. Situated in a sort of no-man's land, the cairn was all but forgotten, its yawning entrance overgrown with weeds and choked with debris. Rediscovered by a curious teenager a decade ago, the cairn has since been a sort of community secret held by Diamond Lake's youth, who dare each other to disappear into its cyclopean entrance to prove their bravery. Occasionally, when the wind is just right, haunting, almost magical tones emerge from the depths of the forlorn tomb. Those who know of its location call it the Whispering Cairn.

If adventurers from the Free City expect to discover hidden passages and riches within the Stirgenest Cairn, it stands to reason that the Whispering Cairn might also hold a genuine opportunity for profit. In the rough-and-tumble mining village of Diamond Lake, where desperate folk slave in dank tunnels to profit wealthy masters, an opportunity for profit is an opportunity to escape.

History of the Whispering Cairn

Many thousands of years ago, long before the rise of human civilization, two ancient powers struggled to determine the fate of the still-forming multiverse. On one side was a primal being called the Queen of Chaos, a tentacled horror from an age before ages. Against her stood the rigid legions of the Wind Dukes of

Aaqa, the most cultured of the elemental lords who ruled before the birth of the living races, and who yet controlled an empire that spanned worlds. Centuries of stalemate collapsed when the Queen of Chaos recruited her most potent ally, a ruthless Prince of Demons named Miska the Wolf-Spider.

Miska and his demonic legions laid siege to the Wind Dukes' territory, routing the elemental armies and snuffing out the culture of Aaqa one world at a time. When all seemed lost, a consortium of seven great Wind Duke warriors withdrew from the conflict and developed a plan to destroy Miska the Wolf-Spider and break the back of the Chaos army. An epic quest ensued, in which these "Wandering Dukes" scoured the Great Wheel for a weapon or secret that would undo their hated foe. Drawing upon the lore of a hundred cultures, they constructed one of the most potent artifacts in history—the fabled *Rod of Law*.

They returned to the war at a pivotal battle on the volcanic fields of Pesh. There, the greatest of the Wandering Dukes plunged the *Rod* into Miska the Wolf-Spider. When the absolute law of the *Rod* mixed with the chaos of Miska's blood, a great planar rift erupted, shattering the *Rod* into seven pieces. The Prince of Demons and the Wandering Duke vanished into that rift, while the seven parts of the *Rod* were scattered across the land.

Hundreds of Wind Dukes remained at Pesh, many dead or dying from wounds sustained in the tumultuous final battle. By ancient tradition, these soldiers would be buried on the world where they died, their elaborate tombs forever recalling the brave sacrifice of the heroes of Aaqa and serving as testament to the reach of their moribund empire. The Wind Dukes ranged south from Pesh, across an immense lake to a craggy region perfect for the task. Thus were the first tombs built in the hills surrounding Diamond Lake.

The greatest of these tombs honored Icosiol, a Wandering Duke slain by Miska the Wolf-Spider in the final cataclysmic conflict between Law and Chaos. Others contained Icosiol's fallen servants and sub-chiefs, each with its own treasures and stories to tell. One of these smaller tombs held the corpse of Zosiel, a warrior prince who fell to a demon's blow shortly before the Wandering Dukes employed the *Rod of Law* to banish Miska from the world. This is the Whispering Cairn.

In the millennia since its construction, the Whispering Cairn hosted countless visitors. They first made off with the most attainable of the tomb's treasures, statuettes of peerless sculpt, platinum canisters of priceless incense, and a hundred harder to describe baubles of unquestionable value. No few explorers fell victim to the ingenious traps of the tomb's chief architect, a noble Wind Duke named Nadroc. Only a few explorers discovered that most of the cairn was but a ruse meant to distract from a still greater tomb filled with even deadlier menaces. Even thousands of years after its construction, the Whispering Cairn yet holds unplundered mysteries from the days of its creation.

The last notable expedition to the Whispering Cairn occurred nearly 60 years ago, led by an unscrupulous archeologist called Ulavant. The reprobate scholar had the backing of the Seekers, an order of like-minded academics and adventurers. The affair ended in tragedy, with all hands lost to Nadroc's insidious traps. These days, only footnotes in musty tomes in the Seeker Lodge of the Free City record the fate of Ulavant's band.

About 30 years ago, a young runaway named Alastor Land came to the Whispering Cairn, desperate to escape his uncaring family. Light enough to prance over pressure plates and lucky enough to avoid the tomb's sentient guardians, Alastor penetrated farther into the cairn than most skilled explorers. But even the luck of youth was no match for Nadroc's keen intellect and cunning protections. Consumed by hate at the time of his death, Alastor lives on as a ghost, and still haunts the most secret chambers of the Whispering Cairn.

These days, the youth of Diamond Lake hold the location of the Whispering Cairn like a shibboleth. They dare each other to spend a night within its depths, using the place as a test of mettle. These visits tapered off about six years ago, when a local girl vanished while sleeping in the cairn, devoured by a snake that has since left for more fertile hunting grounds. But still the children come, to marvel at the tomb's uncanny sounds and to carve their names upon the entry walls, their shaking hands etching proof of their courage upon the ancient stone.

Now others come to the Whispering Cairn for reasons of their own, brave strangers who will risk death in search of ancient wealth. But the greatest treasure they will take from this place is each other.

Adventure Synopsis

The bulk of the adventure involves the exploration of the Whispering Cairn, a sizable dungeon complex loaded with ancient traps and a collection of interesting (and territorial) inhabitants. Deep within the complex, the PCs come across the ghost of Alastor Land, the runaway child who fell victim to one of the cairn's traps 30 years ago. The undead horror blocks the PCs' progress, promising to

Campaign Seed: The Rod of Seven Parts

Given the history of the Whispering Cairn, it would be easy to assume that the Age of Worms Adventure Path is centered around a quest for the *Rod of Seven Parts*. In fact, while a few installments of the series (including this one) would make ideal lead-in adventures to a *Rod of Seven Parts*-focused campaign, the *Rod* itself is incidental to the affairs that are about to change your PCs' lives forever.

Portentous times are in store for your player characters and the world they inhabit. At the turning points of history, great and potent artifacts have a way of turning up, as if aching to be used to make an impact upon the world.

The *Rod of Seven Parts* plays a minor role in the unfolding story to come. The major roles will be played by your player characters.

abandon the cairn if the characters return his bones to the small family cemetery on a farmstead just outside town.

This farmstead is now an overgrown ruin inhabited by a nasty owlbear. The party's plans to return Alastor's bones are upset when they discover that the other graves in the family plot have been emptied. To appease the ghost, the party must track down Alastor's relatives, now used as guardian skeletons by an unusual necromancer who has recently arrived in town. Correspondence discovered at the necromancer's home reveals that the villains are preparing for a coming event known as the Age of Worms. The letter also refers to a secret cult hidden in a nearby mine, and implicates one of Diamond Lake's mine managers in cult-related activity.

The PCs return to the Whispering Cairn, where they explore the ruins beyond the blocked door to discover an unplundered tomb protected by hostile creatures of elemental air. At last, the PCs reach the tomb of the Wind Duke Zosiel and discover a treasure that may prove decisive in thwarting the advent of the Age of Worms. The secrets behind this strange cache are revealed in the next installment of the Age of Worms Adventure Path.

Campaign Seed: The Free City

Details regarding the "Free City" have been left intentionally vague, to help you place "The Whispering Cairn" anywhere in your favorite campaign setting. In the FORGOTTEN REALMS, the Free City is Waterdeep, City of Splendors. In EBERRON, it is none other than Sharn, City of Towers, which is fully detailed in a product of the same name. Those looking to infuse more GREYHAWK into the core framework provided here will find that the Free City of Greyhawk functions as an ideal candidate. Of course, the Free City might be a city of your own invention, helping the Age of Worms slip seamlessly into your existing campaign setting.

Future installments of the Age of Worms Adventure Path take the PCs to this fabulous city, but for now it remains on the horizon, a great and bustling community packed with danger and excitement.

Try to avoid tying the origins of your PCs to the Free City, as the campaign is meant to unfold the world a little bit at a time. Encourage PCs that grew up in Diamond Lake, but if the character concept is too unusual for the mining town, the Free City makes an appropriate option. The place is a crossroads of countless cultures, where nearly anything is possible.

PRELUDE

The "Backdrop: Diamond Lake" article following this adventure provides several suggestions to help you get the player characters involved in the action, but there's still one critical element that has yet to be discussed: the campaign's opening scene.

The trio of Free City adventurers in town have spoken openly of their intent to raid the empty Stirgenest Cairn for at least a week, giving plenty of opportunity for word of their exploits to spread to all corners of Diamond Lake. Consider making one or two PCs the instigators for the plot. If you choose the PCs with the strongest need to get out of Diamond Lake, you'll find that the players help you move things along quite nicely. Characters who work for Diamond Lake's notorious Emporium make the best instigators, as they're the most likely to hear gossip and the most likely to want to leave the town as soon as possible, thanks to the squalid conditions of their workplace.

Before play begins, consider how each character comes across information about the the Whispering Cairn. At the request of the plot's instigator, PCs whose backgrounds tie them to the Diamond Lake garrison might raid the office of the garrison's chief cartographer, making off with a 70-year-old map of the now-abandoned mine plot that clearly marks the cairn's entrance, complete with the words "Whispering Cairn" written nearby. More recent maps lack this crucial point of interest.

Since the trip from the village to the cairn requires some overland travel through the hills, a smart character might recruit a ranger, druid, or barbarian from the Bronzewood Lodge, just outside of town. Few indeed are the wizards and sorcerers who wouldn't salivate at the thought of discovering lost arcane lore, so working in arcane spellcasters shouldn't be too much of a problem.

If the plot instigators each invite one PC, that brings the group to the standard size of four adventurers. In the likely event that you must account for more than four players, consider having the plot instigators each invite one character, who might himself invite another character unknown to the instigators. This infuses a current of uncertainty into the opening encounter, giving the players a hook upon which to begin roleplaying and introducing themselves to one another.

Before you begin the campaign, work with your players to get a sense of who their characters will be. Ask them what they're doing in Diamond Lake, and why their characters might be interested in getting out of town. It shouldn't be difficult to come up with such a reason—as the Diamond Lake backdrop and future installments of the Age of Worms Adventure Path will make clear, Diamond Lake isn't exactly home sweet home.

Once you've gotten this information from your players, provide each of them with a printed background that weaves their ideas into your vision of Diamond Lake. End the notes with a suggestion that a friend or acquaintance has set up a meeting in an abandoned mine overseer's office about an hour outside town. Then, when play begins, introduce the players one by one to the office, and let the PCs get to know each other before they set off for a life of adventure.

This office provides an excellent "home base" for the PCs to use during their exploration of the cairn. Anything valuable has been removed decades ago, but the crumbling, abandoned place still provides a stable roof (despite a collapsed second floor) that can protect the PCs from the ravages of nature.

An article on this office appears in *Dragon* #333, available at fine hobby shops or online at **paizo.com**. The article is geared toward players, and gives them a map of the place and some suggestions for making it their hideout. While it's not necessary to run this adventure, you may find it helpful to hunt down a copy.

PART ONE: A FACE IN DARKNESS

The yawning entrance to the Whispering Cairn lies about 10 minutes east of the abandoned mine office, a wide monolith-lined portal partially obscured by underbrush and boulders. Assuming the PCs have a general idea of where to look, discovering the entrance requires a DC 10 Search check. Unless the PCs spend 10 minutes working to clear the brush and assorted debris from around the entrance, treat the squares leading from the hillside to area **1** as difficult terrain.

Unless otherwise noted, interior passages are 20 feet wide and 20 feet tall, with ceilings of smooth stone.

1. Coward's Rest

Natural light dimly illuminates a long hallway extending north into darkness. A faint breeze brings with it sibilant whispers that sound almost like sighing breath. It must be a trick of the wind, but the effect is almost lifelike.

The walls bear horizontal bands of deceptively simple geometric patterns at waist level. In places the bands reveal startling detail, but in others the walls look as though they have been hacked apart with weapons or eroded by the rigors of time. Flakes of ancient paint, brilliant purple and a dull mustard hue, still cling to the walls in places, hinting at what must once have been a riot of color. A thin coat of dust coats the floor.

Just inside the darkened tomb, the hallway branches into shallow alcoves to the east and west. Here the walls bear the most significant damage. Dozens of clumsy etchings mar the beautiful ancient masonry like graffiti on a city wall. A clump of soiled cloth about the size of a halfling rests in the rounded terminus of the western alcove.

Outside, the wind picks up, and a chorus of almost human sounds rises from the darkened hall.

In ancient days, these alcoves held great incense braziers mounted upon marble columns. Looters plundered these priceless artifacts centuries ago, leaving only four small anchoring holes along the periphery of a circular depression an inch deep and 2 feet wide.

A fine layer of dust coats the hall's first 60 feet. A character with Track can make a DC 14 Survival check to notice that several wolves have crossed the dusty hallway numerous times in the recent past.

The western alcove contains a moldy old bedroll used by a local teenager daring to spend an evening in the cairn. Any PC native of Diamond Lake under the age of 20 can make a DC 15 Knowledge (local) check to remember childhood stories about a teenage girl who went missing 6 years ago. Add a +1 bonus to the check for every year that the character is younger than 20.

The bedroll has hardened and become brittle with age, and cracks if examined too roughly. It contains nothing of value. A DC 15 Search check turns up whittling shavings around the bedroll.

A DC 10 Search check by any character examining the patterned bands upon the walls reveals thin hollow tubes hidden within the patternwork. The strange whispers filling the hall seem to emit from these holes. The tubes extend to the surface of the mound above the cairn, where hundreds of tiny holes catch the wind and project it into the tomb. The outdoor holes are well hidden (and many of them have been covered over and filled with debris), requiring a DC 20 Search check to discover them.

The patterned bands bisect the walls all the way to area **4**, where more intricate frescoes replace them.

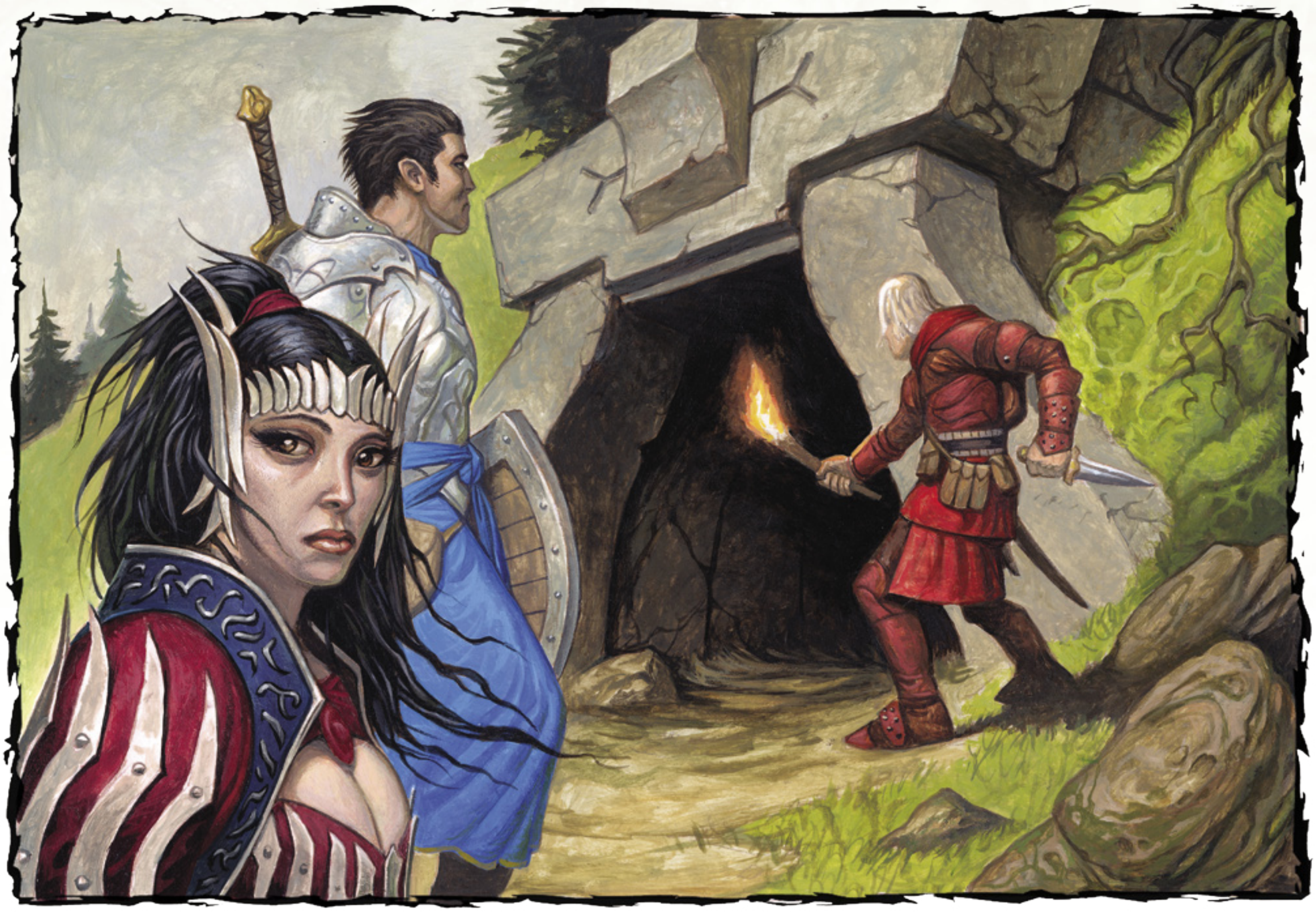
Every three rounds, allow the PCs a DC 10 Spot check to notice a faint flickering green light coming from the north. This DC decreases by 5 halfway down the passage, and the light becomes obvious by the time the PCs reach area **4**. The light comes from a guttering everburning torch in area **7**.

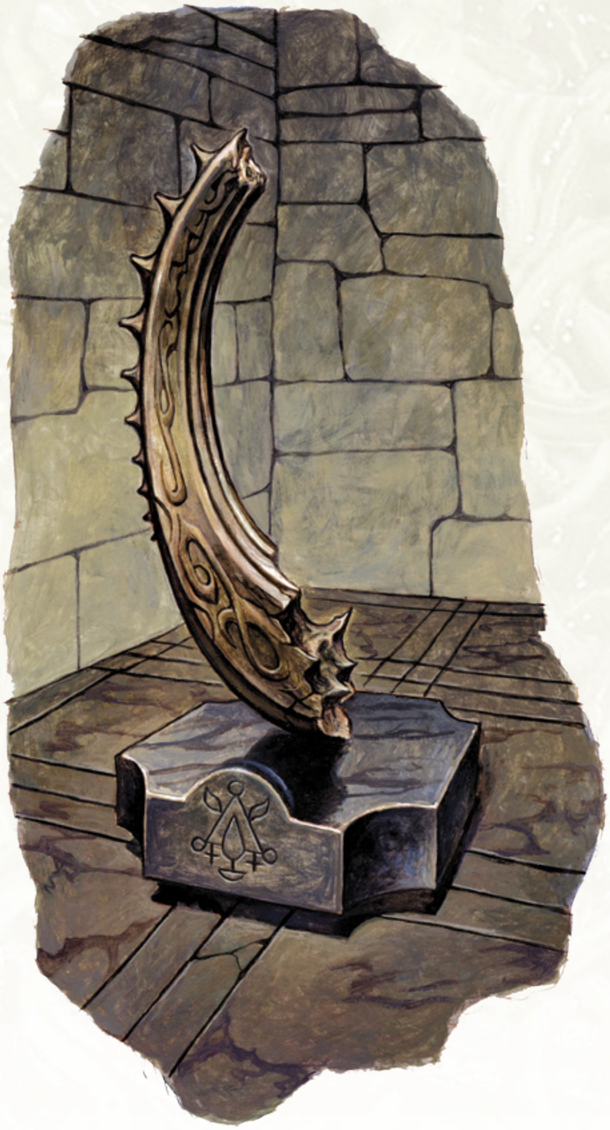
2. Transport Alcove

The western hall extends perhaps forty feet, ending at a small marble platform raised about six inches off the floor. A strange, shattered arcane apparatus rests upon this platform, its curved ovular frame giving the appearance of a noble's dressing mirror. Only a third of this frame remains. An unusual arcane glyph about the size of a man's head has been delicately carved into the baseplate of the support platform.

A DC 5 Search check turns up a few shards of an unidentifiable shiny black substance that feels like stone. It is slightly cold to the touch. Anyone inspecting the frame can make a DC 10 Search check to discover numerous runes and glyphs carved into a slot on the inside of the frame, where the "mirror's" glass would have been held. These can be identified as arcane symbols signifying transportation with a successful DC 10 Knowledge (arcana) check.

In ancient days, a grand ring of portals connected several Wind Duke burial cairns, but now only two such portals still function, the one in area **3** and its partner in the undisturbed cairn of Icosiol, the slain Wandering Duke whose grand tomb served as the main stop along the circle of black glass gates. The base of the apparatus bears Icosiol's personal sigil, which has been all but forgotten by history. See the Glyphs of the Wind Dukes sidebar on page 21 for more information





Campaign Seed: Wind Duke Glyphs

As they explore the Whispering Cairn, the PCs encounter glyphs inscribed thousands ago by the Wind Dukes of Aaqa. These are the personal symbols of the general Icosiol (found on the base of the apparatus in area **2** and the frescoes in area **24**), the hero Zosiel (on the sarcophagi in areas **7** and **25**), and the architect Nadroc (found throughout the Architect's Lair). While the legend of the *Rod of Seven Parts* is common currency among bards and dreamers, few specific details regarding Wind Duke culture, history, and writing remain. Their personal glyphs are thought to be the original written form of Auran, before the language of elemental air came to be represented by Draconic letterforms thousands of years ago.

Comprehend languages and Decipher Script checks reveal that the symbols are personal seals, and produce the name associated with each glyph (but not the significance of that name). Use the following chart to adjudicate any bardic knowledge, Knowledge (history), or Knowledge (arcana) checks regarding the glyphs.

Knowledge DC	Information Known
10	The glyphs don't seem to be formed from a common alphabet, although they are reminiscent of arcane symbols representing elemental air.
15	The glyphs represent names, with each referring to a single individual. The glyph on the arcane apparatus at area **2** probably represents the seal of the most important or highest-ranking of the three found in the Whispering Cairn. The glyph on the sarcophagi is the lowest-ranking of the three.
20	The letterforms look similar to an ancient glyph-language called Vaati, which some unorthodox scholars consider the original written form of Auran.
25	Vaati is an Auran word meaning "Wind Duke," and refers to the legendary Wind Dukes of Aaqa who forged the *Rod of Seven Parts*. A book called the *Chronicle of Chan*, falsely attributed to a princess of elemental air, records a full roster of the Wind Dukes present at the Battle of Pesh and a general record of what took place there. (Allustan can requisition the book from the Free City's Great Library in a week's time.)

on how the PCs can learn more about the strange symbol.

Treasure: The shards of glass might fetch as much as 20 gp from the right buyer. In Diamond Lake, that means the gnome jeweler Tidwoad or the magician Allustan.

Development: If the PCs make too much noise in this area, they may be detected by the wolves in area **4**. Each of the three wolves has a –2 modifier on its Listen check due to distance. The DC for this check varies depending upon the PCs volume, ranging from 0 to 10.

Every three rounds, allow the PCs a Spot check (DC 10) to notice a faint flickering green light coming from the north (area **7G**).

3. Collapsed Passage

Fifteen feet down the east passage, a huge pile of collapsed rubble blocks the alcove from top to bottom. It looks like it would take weeks to tunnel through the densely packed debris.

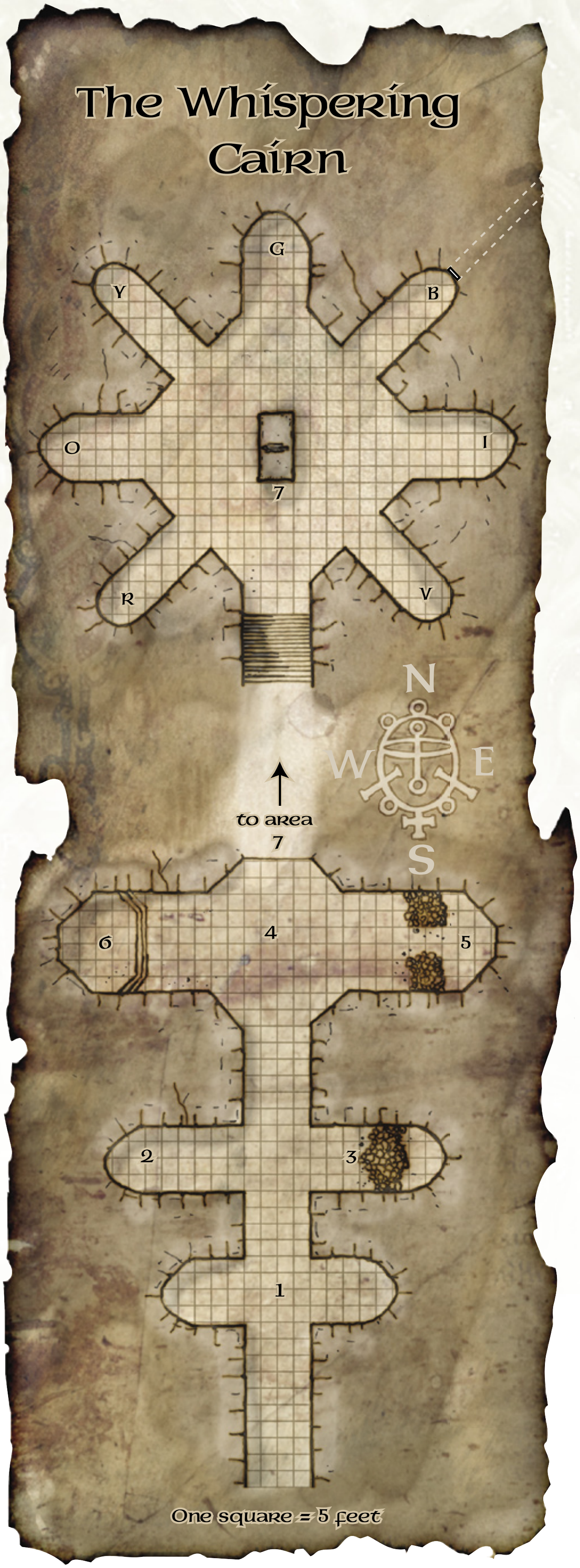
There's a functioning portal beyond this collapsed passage, but there is no way for the PCs to reach it now. This portal comes into play in a future Age of Worms Adventure Path installment.

Development: If the PCs make too much noise in this area, there is a chance the wolves in area **4** hear them. Each of the three wolves has a –2 modifier on its Listen check due to distance. The DC for this check varies depending upon the PCs' volume, ranging from 0 to 10.

Every three rounds, allow the PCs a DC 10 Spot check to notice a faint flickering green light coming from the north (area **7G**).

4. Hall of Honor (EL 3)

The central hallway opens into a large chamber with wings leading to the east and west. Across the chamber to the north yawns a twenty-foot-wide open arch draped from top to bottom in translucent cobwebs. An eerie green light flickers from beyond the webs, casting strange shadows about this room. The place smells of animal spoor and wet fur.



To the west, three short stairs lead to a wide marble dais, but the far end of the wing is obscured by darkness.

Huge slabs of cracked masonry and irregular piles of scattered debris choke the eastern wing, giving the appearance of complete collapse.

The sibilant, almost human whispers present in the passage become a chorus in this massive chamber, eerily echoing off the walls.

Anyone able to speak Auran gets the distinct impression that the whispers in this chamber are more than just a trick of wind and pipes. Occasionally, such folk can make out what must be words in the language of elemental air—words like "hopeless, sacrilege, enemies," and so on. The words come from specially prepared air tubes leading to the surface, and are little more than a subtle way to discourage tomb robbery in a language few modern tomb robbers are likely to understand.

Thick cobwebs completely cover the arch leading to area **7**, blocking any view of that chamber beyond a flickering green light that seems to be a good distance to the north. Characters standing within 5 feet of the cobwebs can see through the mess enough to notice that a short flight of stairs descends from the arch, but more detail than that is impossible to make out. Dozens of tiny spiders dwell within these webs, but they are completely harmless. Slashing through the webs is a full-round action. A character can barrel his way through the mess, but in so doing he becomes completely covered by spider webs to the point at which he can no longer see. Clearing webs from the eyes of such a character requires a standard action.

Even a casual inspection (Search DC 0) reveals that the east wing is not as collapsed as it first appears. A 10-ft.-wide opening in the middle of the debris leads to the wolves' den, area **5**.

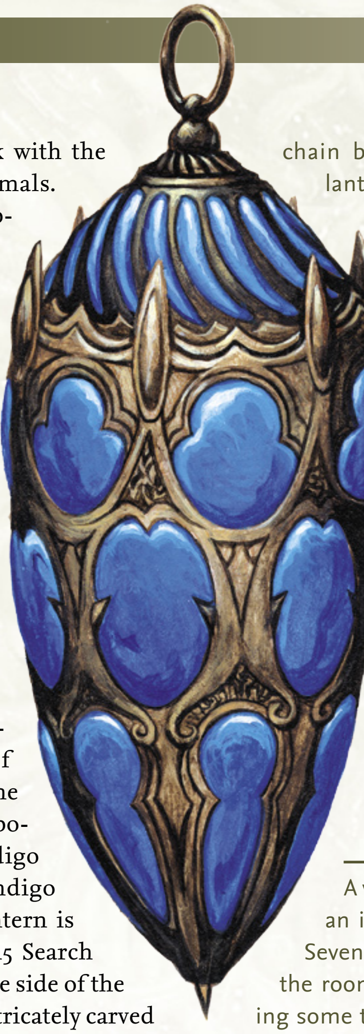
Creatures: The east wing of this large chamber houses a small pack of three hungry wolves that eagerly attack anyone who enters the room. Two of the mangy curs look as if they haven't eaten in days. A third wolf is a little larger than the others and does not look hungry in the least. A straight line of scar tissue bisects its face from forehead to muzzle, a nasty battleaxe wound from years ago.

Wolf (3): hp 9, 9, 20; *Monster Manual* 283.

Tactics: The wolves prefer to gang up on the nearest opponent, using their trip ability to put an enemy on the ground as soon as possible. They then savage the prone opponent until it stops moving, at which point they move on to the next target. If presented with multiple targets, they tend to choose the smallest or weakest-looking foe.

5. Wolf Den

The wolves dwell in the nearly blocked-off terminus of the east wing. Medium or larger characters must get down on their hands and knees to negotiate the rubble passage.



The far side is rank with the smell of wild animals. Irregular piles of rubble litter the den, as do hundreds of bones and bone fragments from the creatures' past meals. Most of these belong to animals, but a few are unmistakably human.

Treasure: A DC 5 Search check in the northern half of the den turns up an old leather backpack half-buried under a pile of humanoid bones. The bag contains an elaborate lantern of indigo metal inset with indigo glass panes. The lantern is worth 50 gp. A DC 15 Search check on the opposite side of the room turns up an intricately carved armband of unmistakable elven craftsmanship, bearing a repeating leaf motif. The armband is worth 75 gold to a nonelf, and 100 gold to an elf NPC (such as the Diamond Lake mine manager Ellival Moonmeadow or one of his servitors).

A DC 20 Search of the rubble mostly blocking off the passage turns up what appears to be a marble index finger cracked off a statue. The finger exactly matches the right hand of the bas-relief sarcophagus lid figure in area **7**.

6. Gallery of Seven Lanterns

A wide dais spanning the back half of the western wing calls attention to a faded fresco upon the south, west, and north walls. From a vantage point at the center of the dais, the wall painting makes it look like you stand within a massive room with seven short hallways radiating outward from a central point. A chain dangles from the ceiling at the end of each hallway, and each chain bears a gleaming colored lantern. Clockwise, the colors are red, orange, yellow, green, blue, indigo, and violet.

Though a bit faded, the fresco is in remarkably good shape given its advanced age. Canny players will notice that the seven colored lanterns correspond to the seven colors of the rainbow, and that they are all lit. This is a clue regarding how to bypass the face door in area **8**.

7. False Tomb (EL Variable)

A wide stairway descends into an immense domed chamber. Seven short tunnels branch from the room in all directions, extending some thirty feet before ending in rounded walls. At the terminus of each passage, a thick chain dangles from an unseen high ceiling. Five of the chains bear colorful lanterns, but two hold nothing at all. Opposite the entry stairs, a bright green lantern containing what looks like a torch casts a weird, murky light about the room. Countless chips of glass and shiny metal inset into the chamber's domed ceiling reflect this light, giving the impression of starlight and falling snow. The dome starts about ten feet off the ground and reaches an apex about thirty feet over the center of the room.

Below the dome's peak, a long dais holds what appears to be a marble sarcophagus. A milky white bas-relief figure, perhaps of a human, rests passively upon the sarcophagus lid. Unlike the rest of the tomb, this room is completely silent.

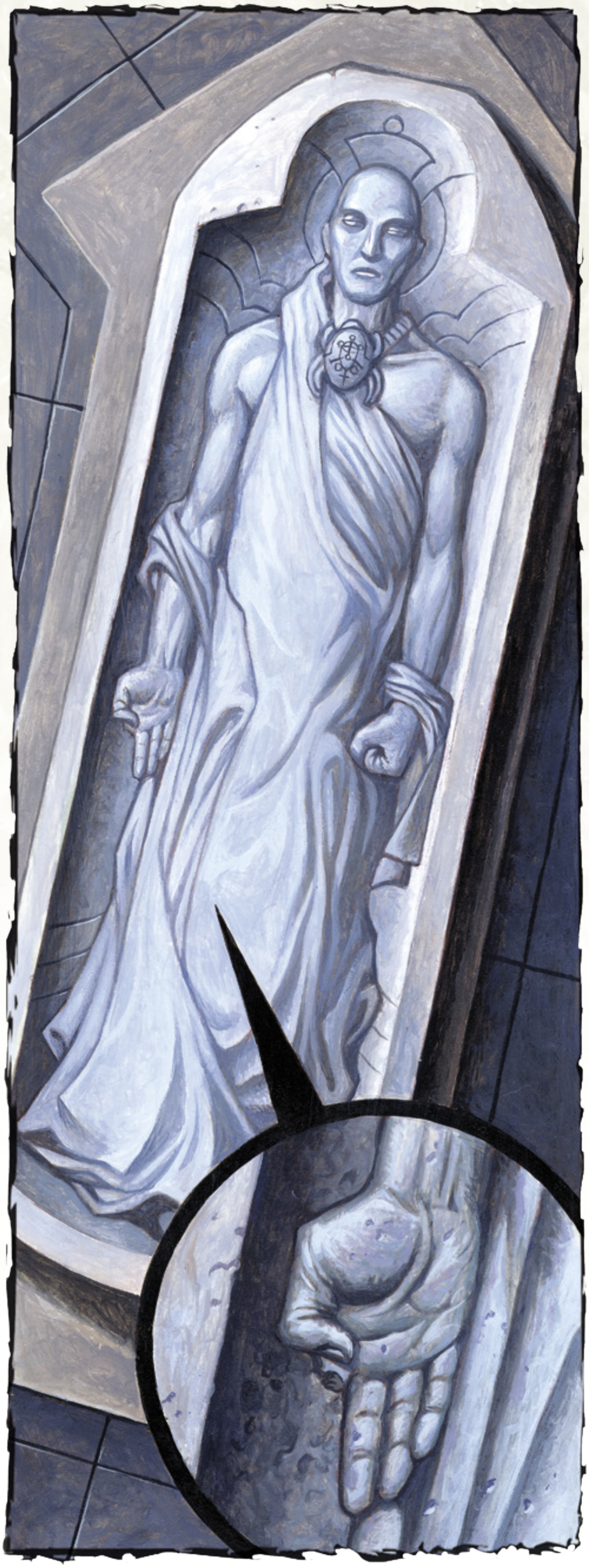
The sarcophagus in the center of the chamber might suggest that this is the final chamber in Zosiel's burial cairn. It is in fact a false tomb meant to discourage grave robbers, and contains a number of opportunities for such interlopers to meet an untimely end. Arcane elevators hidden in the ends of two branch passages lead to the quarters of the architect Nadroc and his team of servitors, who dwelled below for months while completing Zosiel's tomb. Because the chamber is quite complex, individual elements of the room are covered under their own headings below.

The Sarcophagus

At the center of the chamber is a raised platform, upon which sits a sealed sarcophagus. The lid bears a white stone relief of a tall figure cloaked in a simple garment of flowing cloth. It's difficult to say why, exactly, but the outfit conjures thoughts of ancient times. The figure at first looks human, but a cursory examination reveals that it is about 7 feet tall, is completely hairless, and is of indeterminate sex. Its arms and hands rest at its side. The left hand curls upon itself in a fist, but the right is placed palm up, with the thumb turned in and all but the index finger held parallel to the arm. The index finger, originally curled under the thumb (see illustration), was broken off by tomb raiders centuries ago and now rests amid the rubble in area **5**. The extended fingers represent a clue to the location of the true tomb.

The figure wears a scarab-like amulet around its neck, inscribed with the personal symbol of Zosiel. Like Icosiol's personal glyph in area **2**, this symbol has been all but forgotten in the modern age. A DC 20 Knowledge (arcana) check reveals only that it is a personal glyph of some powerful elemental entity. See the Glyphs of the Wind Dukes sidebar on page 21 for more information on how the PCs can learn more about the strange symbol.

The sarcophagus rests upon a small raised platform carved in the shape of a stylistic arrow, with the tip aligned with the head of the relief figure upon the lid and a short "shaft" extending from the foot of the sarcophagus. A DC 15 Strength check is sufficient to shift the sarcophagus platform one "click" clockwise, until it comes to rest pointed at the next short tunnel extending from the central



chamber. See the tunnel descriptions below for details on what happens when the arrow points at each tunnel. The sarcophagus platform cannot be moved counter-clockwise. When the PCs arrive, the arrow's tip points to the orange lantern (area **7O**). The sarcophagus bears a fiery arcane trap set to trigger when the lid is lifted off the stone coffin, and is completely empty.

Sarcophagus Trap: CR 2; magic device; touch trigger (opening the sarcophagus lid); automatic reset; spell effect (*burning hands*, 1st-level wizard, 1d4 fire, DC 11 Reflex save half damage); Search DC 26; Disable Device DC 26.

The Tunnels

The ceiling of these tunnels is 10 feet off the ground, but the alcove ceilings at the ends of the tunnels extend 40 feet, just within the shadowy radiance of a torch. Unusually colored lanterns hang from long chains attached to the alcove ceilings, dangling about 5 feet from the floor. The indigo and red lanterns are missing. Each lantern is worth 50 gp.

The lanterns are an elaborate key mechanism. When torches have been placed inside all of the lanterns, the mouth of the howling face bas-relief in area **8** opens, revealing passage to Zosiel's true tomb. When all seven lanterns have been lit, the glass and metal chips imbedded in the dome ceiling cast eerie reflections about the room, making it difficult to concentrate within the chamber. All attack rolls made by anyone within the room when all lanterns have been lit suffer a –2 penalty due to the distracting effect.

As noted above, two lanterns are nowhere to be seen. The indigo lantern rests in a backpack in area **5**, while the red lantern is submerged in area **20** of the laborers' quarters.

A DC 10 Search check at the end of each tunnel is sufficient to turn up a 5-foot-diameter circle carved into the floor, directly below the hanging lantern (or where a hanging lantern would be in the case of the red and indigo tunnels). The circles form the tops of arcane elevators in the case of the yellow, green, and indigo tunnels, and are merely decorative in the case of all other tunnels.

Red: The lantern that once hung from the chain at the end of this tunnel is nowhere to be seen. In fact it was taken by a member of Ulavant's Seeker investigation 60 years ago and still rests with the thief's corpse in area **20**.

Orange: An orange lantern hangs at the end of this passage. The arrow platform at the center of the room points to this tunnel when the PCs arrive.

Yellow: A yellow lantern hangs from the chain at the end of this tunnel. When the arrow platform at the center of the chamber points at this tunnel, a great rumbling from below the chamber can be heard as the circular stone at the end of the tunnel rises eight feet into the air, pushed up by a 5-foot-diameter metal cylinder that seems to arise from the ground itself. Seconds after it comes to a rest, two thin doors slide into the sides of the cylinder, revealing a small empty chamber.

The cylinder is an arcane elevator that leads to the personal quarters of Nadroc, the Wind Duke architect who constructed Zosiel's tomb. The cylinder fits only one Medium creature at a time (two Small creatures, four Tiny creatures, and so on). A Large creature can cram itself into the cylinder, but can take no standard or full-round actions while stuffed within the cramped space.

When a PC enters the cylinder, the doors immediately slam closed, and the entire contraption lowers itself into the floor. The stone "cap" locks into place once it goes flush with the floor, but the rest of the apparatus continues downward for one round, finally coming to rest in area **9**. The doors slide open quietly when the elevator comes to a stop. One round after the passenger exits the cylinder, the doors close and the contraption rises on a column of air to return to area **7**. If the arrow platform above is moved to point to another tunnel while the cylinder is at rest in area **9**, the elevator remains at the bottom of the shaft until the arrow once more points at the yellow tunnel. A button inset into the wall near the bottom of the shaft calls the elevator down at any time.

Green: Several years ago, an explorer placed an everburning torch in the green lantern that hangs at the end of this tunnel, and it has remained here ever since. Like the yellow passage, this tunnel boasts an arcane elevator that descends to another subdungeon, in this case the lair of the eight Wind Duke laborers who helped Nadroc build Zosiel's tomb. Unlike the previous elevator, however, this one is jammed and is not likely to survive much experimentation.

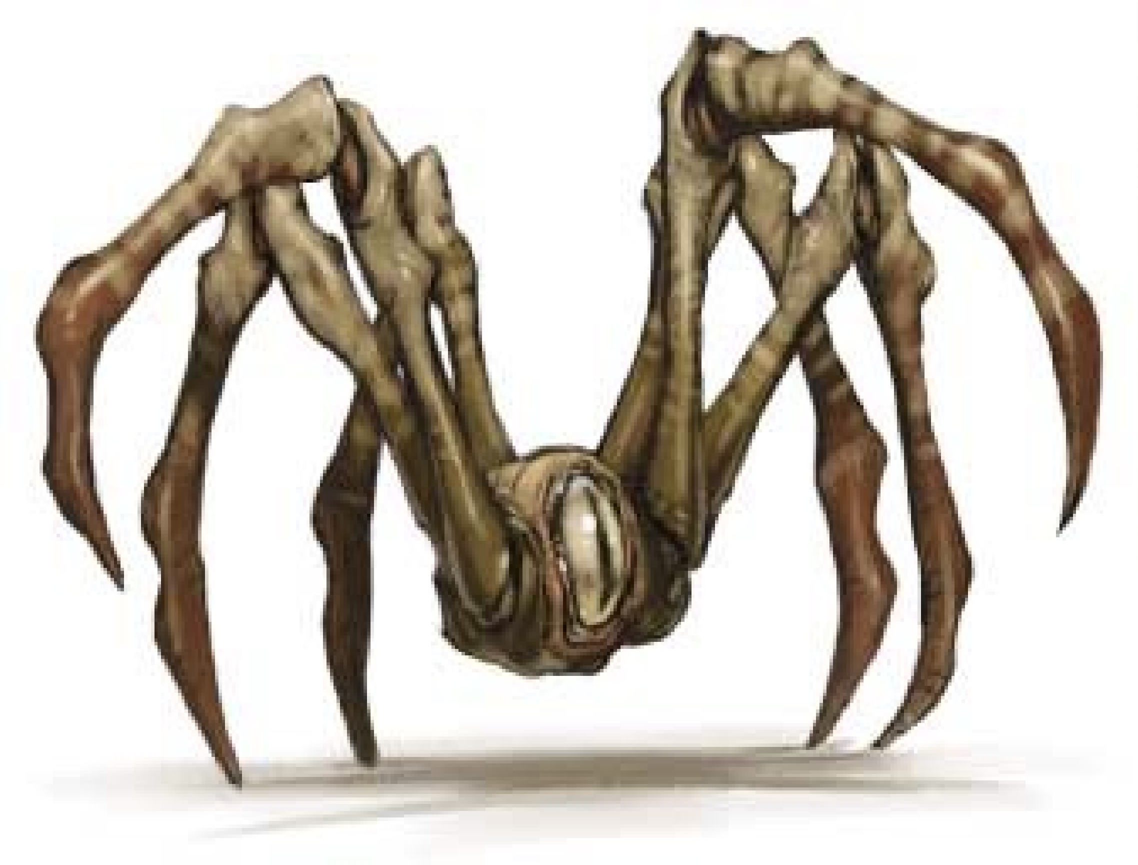
When the arrow platform points at this tunnel, a cacophonous creaking of stone against stone emerges from the ground below the green lantern. Anyone standing within the tunnel feels the ground rumble slightly, as if something is about to give way.

The elevator can handle only three more rounds of this stress. On the third round of rumbling, the stone circle and the elevator apparatus beneath it completely give way, clattering to the ground of area **15** 60 feet below. The collapse occurs on the third round in which the arrow points at the tunnel. The three rounds need not be consecutive. Characters standing on this area when it collapses can make a DC 12 Reflex save to scramble onto solid ground.

One round after the elevator falls, the PCs may make a Listen check to hear the skittering of thousands of insects making their way up the shaft toward them. The DC for this check is 5 for PCs in the green lantern tunnel, and 10 for PCs in the main chamber of area **7**.

Two rounds later, a living geyser of beetles bursts from the shaft. They make for the nearest PC, eagerly attempting to devour the character and move on to the next. The undulating blanket of beetles trails a thin coat of bright yellow acid in its wake.

Along with the beetles emerges a skittering mad slasher, a horrible aberration with



six sharp legs sprouting from a central body that is little more than a disgusting eye. It attempts to avoid the beetle swarm (since sharing a space with the swarm at the end of its turn means taking damage) and maneuvers to position itself to make best use of its Whirlwind Attack feat.

The 60-foot shaft leading to area **15** is pitted and scarred, which makes climbing down relatively easy (DC 5).

MAD SLASHER CR 2
CE Medium aberration (*Miniatures Handbook* 64)
Init +3; **Senses** darkvision 60 ft.; Spot +0, Listen +0

AC 15, touch 13, flat-footed 12
hp 26 (4 HD)
Fort +3, **Ref** +4, **Will** +4

Spd 40 ft.
Melee 2 claws +6 (1d8+1)
Base Atk +3; **Grp** +4
Abilities Str 13, Dex 17, Con 15, Int 6, Wis 10, Cha 6
Feats Combat Reflexes, Weapon Finesse, Whirlwind Attack[B]
Skills Survival +7

ACID BEETLE SWARM CR 1
N Diminutive vermin (swarm)
Init +3; **Senses** darkvision 60 ft.; tremorsense 30 ft., Spot +4, Listen +4

AC 17, touch 17, flat-footed 14
hp 9 (2 HD)
Immune weapon damage; swarm traits, vermin traits
Fort +3, **Ref** +3, **Will** +0

Spd 20 ft., climb 20 ft.
Melee swarm (1d6 plus 1d4 acid)
Attack Options acid
Special Attack distraction
Base Atk +1; **Grp** —

Abilities Str 1, Dex 17, Con 10, Int —, Wis 10, Cha 2
SQ swarm traits, vermin traits
Skills Climb +11, Listen +4, Spot +4
Acid (Ex): A creature hit by an acid beetle's swarm attack takes 1d4 points of acid damage (DC 11 Fortitude save half). The save DC is Constitution-based.
Distraction (Ex): Any living creature that begins its turn with an acid beetle swarm in its space must succeed on a DC 11 Fortitude save or be nauseated for 1 round. The save DC is Constitution-based.

Blue: The ceiling over the blue lantern is 50 feet high, unlike the other lantern shafts, which top out at 40 feet. Anyone standing at the bottom of the shaft can make a DC 15 Spot check to notice that the shaft ceiling is not visible in the radius of normal torchlight, unlike the ceilings of the other lantern alcoves.

At the top of the shaft, another passage leads to the northeast (area **8**). To reach this passage, the PCs must devise a way to climb 40 feet. The easiest way up is to climb the thick chain (DC 15 Climb check).

A skeleton lies in a heap on the floor here. A DC 15 Heal or Knowledge (nature) check reveals several crushed bones, as if the unlucky fellow died from a great fall.

Indigo: The chain at the end of this passage ends in a simple hook, as the indigo lantern was stolen years ago and eventually ended up in a backpack in area **5**. If the arrow platform points at this tunnel, a metal arcane elevator identical in appearance to that described in the yellow passage above rises from the floor under the dangling chain. Characters inspecting the apparatus can make a DC 0 Spot check to notice numerous crushed bones and moldy clothes upon the floor of the cylinder, an obvious clue that all is not as it should be with this arcane elevator. A careful Search (DC 10) turns up a pouch containing 35 gp, 15 sp, and a small red ruby worth 50 gp. Two rounds after a character stands within the cylinder the doors close and the contraption utterly crushes everything within it, sinking back into the ground until the arrow structure once more points at the indigo corridor.

False Elevator Trap: CR 2; mechanical device; location trigger (inside the elevator); automatic reset; ceiling moves down (2d6, crush); never miss; onset delay (2 rounds); Search DC 15; Disable Device 20.

Violet: A violet lantern hangs at the end of this passage.

Ghosts in the Machine

Once each week, the minor wind spirits inhabiting the Whispering Cairn follow Nadroc's ancient instructions to reset certain elements of the tomb's design. At this time, the sarcophagus in area **7** rotates counter-clockwise to once again point at the orange passage. The elevators in areas **7Y** and **7I** rise and open, testing their lifting mechanism and doors in a routine that lasts a full minute. The elevator in area **7G** heaves and shudders at this time, but does not rise. The stress is enough to collapse the elevator, as outlined above. Theoretically, if the party has not yet explored the Lair of the Laborers before the passage of three weeks, this collapse might open a new part of the dungeon for the PCs.

The spirits also reset the *burning hands* trap on the sarcophagus. Once every year a powerful ancient sorcery replaces any of the colored lanterns that have been taken from the cairn, creating exact duplicates that hang from the correct chains. Unfortunately, the poorly worded original incantation ensures replacements only for lanterns that have been taken from the cairn, meaning those lanterns that were taken from area **7** but that remain elsewhere in the cairn are not replaced.

If the party is completely flummoxed by this room, a fortuitously timed "refresh" of area **7** offers a blunt way to get the action moving.

8. Passage of the Face (EL 4)

A thin passage extends into shadows to the northeast. Perhaps seventy feet away, the passage ends in what looks like an enormous stone human face, its mouth open in an angry scream.

The physiology of the face is identical to that of the near-human sexless figure depicted in bas-relief upon the sarcophagus in the room below. The screaming visage dominates the entire 20-ft. by 20-ft. wall at the end of the corridor. Anyone walking down the hall may make a DC 15 Spot check to notice several long scratch marks in the floor, as if something had been dragged toward the lip leading 40 feet down to area **7**. These marks were left by victims blown away by the blasting winds of the Trap, leftovers of futile attempts to slow their trajectory by jamming a dagger into the floor. Anyone actively examining the floor notices these marks with a DC 5 Search check.

Trap: A pressure plate 60 ft. down the passage triggers if more than 60 lbs. are placed upon it. When this happens, the face animates, and a terrible wind erupts from its wailing mouth. At the same time, the face's eyes spin with hypnotic illusory patterns in all of the colors of the rainbow that correspond with unlit lanterns in the chamber below. Anyone within the face's gaze must make a DC 13 Will save or become paralyzed, frozen in place and unable to move. Each round on its turn, the subject can attempt another saving throw to snap out of it.

The terrible wind is another major concern of anyone unlucky enough to be in the passage when the trap is sprung. On the first round, the mouth blasts a strong wind, with the intensity ratcheting up one category every round, going from strong to severe to windstorm to hurricane. See page 95 of the *Dungeon Master's Guide* for rules regarding wind strength. Each round, creatures within the wind must make a DC 18 Fortitude save or be subject to the wind's effects. Small characters are potentially blown away as early as round 2, whereas Medium creatures face that risk on round 3.

Blown away characters are knocked prone and tumble 1d4x10 feet, taking 1d4 points of nonlethal damage per 10 feet. Flying characters are blown back 2d6x10 feet and take 2d6 points of nonlethal damage due to battering and buffeting. Nonflying characters pushed over the edge of the shaft plummet to the floor below, suffering 4d6 points of damage upon impact. Such characters may attempt to snatch the indigo lantern's chain with a successful DC 10 Reflex save, with success preventing the fall and damage.

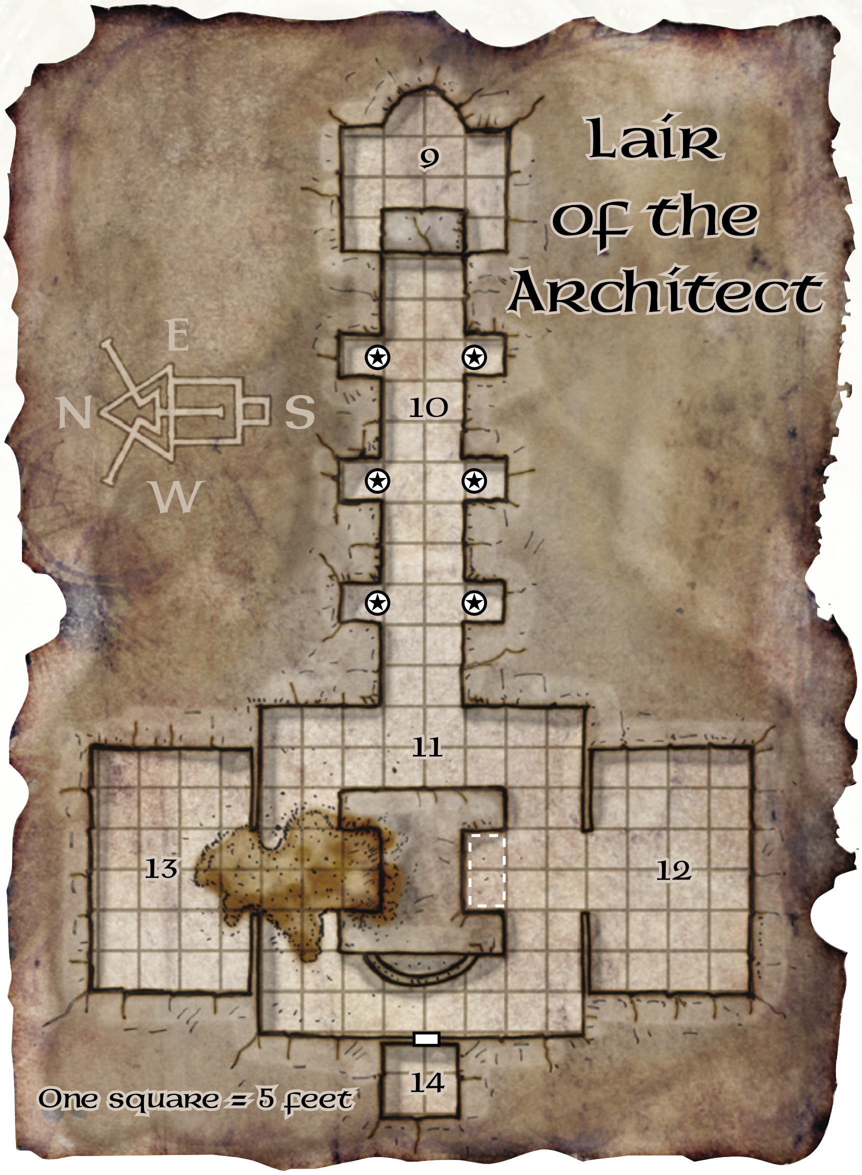
The wind continues at hurricane force for 10 minutes before it stops and the trap resets itself. The only way through the face is to ignite torches in area **7**. Once a torch has been lit, that color fails to appear in the face's hypnotic eyes. When all torches have been lit, the trap is effectively disarmed. The stone comprising the mouth's interior vanishes, allowing passage to the chamber beyond.

The Face in Darkness: CR 4*; magical device; location trigger (pressure plate); automatic reset; multiple traps (one *hold person* trap and one *control winds* trap); spell effect (hypnotic eyes; *hold person*, 3rd-level cleric, DC 13 Will save); spell effect (wind blast; *control winds*, 12th-level caster, DC 18 Fortitude save); multiple targets (all characters within gaze of face); Search DC 25; Disable Device 30.

*Strictly speaking, the CR for this trap should be higher. Due to the numerous clues nearby (the dagger gouges, the skeleton at the bottom of the shaft) and the long delay before the wind can really harm the PCs, the trap's CR has been lowered on an ad hoc basis. Be aware that this trap could be extremely deadly.

LAIR OF THE ARCHITECT

It took the Wind Duke architect Nadroc nearly a year of solid work to design and construct the Whispering Cairn. During this period he dwelt within his work-in-progress, in a special series of chambers called the Lair of the Architect. Due to the complexity of the elevator mechanism, this part of the cairn is not quite as looted as areas **1–7**, and contains a number of treasures from Nadroc's time. Ceilings in the Lair of the Architect reach a uniform height of 20 feet. Walls are made of solid stone.



9. Architect's Foyer (EL 2)

The walls here are covered in bas-relief images similar to the slender figure upon the sarcophagus lid in the chamber above. Nearly a dozen androgynous, hairless humanoids stand in poses of deference, almost as if they are paying homage to the viewer. Many extend their hands in adoration, their faces awash in adulation. Several of the statues lack hands, arms, heads, or anything else easily hacked off by long-absent tomb robbers.

About fifteen feet to the south, a dark passage extends from an elaborately carved arch. Only a little of this hallway is visible, however, as a large stone block obscures most of the passage.

The stone block is roughly 10 feet wide by 2 feet deep by 8 feet tall, and nearly seals off the passage to the south. A large niche about the same size as the block opens in the ceiling 10 feet above. A fine layer of dust covers everything in the room. A character crawling upon the top of the block gains a decent view of the darkened hallway beyond, and is able to make out a handful of alcoves marking the walls of the tunnel at regular intervals. Squeezing between the tip of the arch and the top of the stone slab requires a DC 25 Escape Artist check.

A button inset into the wall near the elevator shaft serves as a call button for the elevator. Pressing it recalls the elevator to this area.

Trap: The stone slab is far too heavy to lift, but up to four characters working together can topple it to the north with a successful DC 25 Strength check. The slab rests upon a pressure plate set to trigger when the weight of the slab is removed.

A noxious green gas fills the room from valves hidden within the mouths of the adoring bas-reliefs lining the room's walls.

Slab Trap: CR 2; mechanical; touch trigger (removing weight from pressure plate); manual reset; gas; multiple targets (all targets in area **9**); never miss; onset delay (3 rounds); poison (essence of oilcloud, DC 13 Fortitude save resists, 1 Str/1d6 Str); Search DC 15; Disable Device 20.

10. Passage of Honor (EL 2)

Curious carvings that seem to represent a stirring tempest cover the walls of this ten-foot-wide passage. At ten-foot intervals, small alcoves flank the passage, and each alcove contains an androgynous humanoid figure with cupped hands. The figures stand roughly seven feet tall. A faint wind seems to play within the passage, but it's difficult to tell where it's coming from.

Each statue bears the likeness of one of Nadroc's noble Wind Duke patrons. Their cupped hands once cradled miniature statuettes of magnificent vaati buildings constructed by the architect in their names. These figurines rested upon a soft current of air immediately above the statues' cupped hands. These currents still exist, and will hold any Tiny or smaller object aloft indefinitely. They are the source of the strange breeze in the hallway. The statuettes now rest in the pouch of an ancient tomb robber who lies dead in area **11**.

The passage grows unnaturally cold at the point of the third and final set of alcoves, a result of a patch of brown mold in area **11**.

Creature: A gruesome aberration known as a lurking strangler skulks within the shadows of one of the display alcoves. The strangler entered the Whispering Cairn a week ago at the behest of its master, a Vecna-worshiping wizard called the Faceless One who infiltrated Diamond Lake about a month ago. This enigmatic figure ordered the creature to explore the ancient tombs around the town, and it soon thereafter became trapped in the Architect's Lair after riding the elevator there during a routine test (see the "Ghosts in the Machine" sidebar). The Faceless One is a major enemy in "The Three Faces of Evil," the next Age of Worms Adventure Path installment.

The lurking strangler is a 3-foot-long strand of striated muscle connected to two floating eyeballs. It stretches and twists as it floats through the air, but it does not speak (though it understands Beholder and Common). It attempts to hide in the darkness until it can attack a character with a surprise *sleep* eye ray.

Lurking Strangler **CR 2**
LE Tiny aberration (*Monster Manual III* 100)
Init +4; **Senses** all-around vision, darkvision 60 ft.; Spot +8, Listen +0
Languages understands Common and Beholder but does not speak

AC 16, touch 16, flat-footed 12
hp 11 (2 HD)
Fort +3, **Ref** +4, **Will** +4

Spd 5 ft. fly 20 ft. (good)
Melee lash +7 (1d4–3)
Ranged eye ray +7 ranged touch
Special Attack suffocate
Base Atk +1; **Grp** –10

Abilities Str 5, Dex 19, Con 13, Int 4, Wis 10, Cha 10
SQ flight
Feats Alertness[B], Stealthy, Weapon Finesse[B]
Skills Hide +14, Listen +5, Move Silently +6, Search +1, Spot +8

All-around vision (Ex): Lurking stranglers receive a +4 racial bonus on Spot and Search checks, and they can't be flanked.

Eye rays (Su): Each of the lurking strangler's eyes can shoot a different ray. One duplicates a *cause fear* spell; the other duplicates a *sleep* spell. Each ray only affects one target at a time. These effects operate at caster level 3, and are negated by a DC 11 Will save. The save DC is Charisma based.

Flight (Su): A lurking strangler possesses natural buoyancy that allows it to fly at a speed of 20 feet (good maneuverability). This buoyancy also grants it a permanent *feather fall* effect (as the spell) with range personal.

Suffocate (Ex): If a lurking strangler hits a helpless foe with its lash attack, it wraps itself around the victim's throat and begins to choke it. In the first round the victim falls unconscious (0 hit points). In the following round, she drops to –1 hit points and is dying. In the third round, she suffocates and dies.

11. Gallery (EL 2)

A dull gray stone pillar reaches from floor to ceiling in this large chamber. Halls extend to the east and west.

The west wall of the room's gray central pillar holds a deep recession that ends at what looks like a fountain basin about 4 feet off the ground. This is the nutrient still, a magical apparatus capable of churning forth a nutritive orange sludge that looks a bit like vomit and tastes a bit like gravy. One serving is sufficient to sustain a character for a full day. Fifteen servings can be harvested from the basin when it is full (as it is now). Servings are replaced at a rate of one per day.

The area around the nutrient still is infested with brown mold (*Dungeon Master's Guide* 76). Living creatures within 5 feet of the brown mold take 3d6 points of nonlethal cold damage. Fire brought within 5 feet of brown mold causes it to instantly double in size. Cold damage, such as from a *ray of frost*, instantly destroys it. The extent of the mold infestation is displayed on the map.

The central pillar's east face bears a similar niche that extends from floor to ceiling. In ancient times, Nadroc hung his architect's tools on pegs in this alcove. An unfortunate tomb robber later attempted to steal these tools, bringing a massive stone column down on his head. A DC 15 Search check along the short wall north of the column reveals a hidden catch. Triggering the catch hoists the column back into the ceiling, revealing a crushed human skeleton wearing shiny silver chainmail. Several of Nadroc's tools were destroyed when the stone column fell, but others remain unharmed on their pegs where the architect left them thousands of years ago. Once the column has returned to the ceiling the trap is forever useless, as the trigger was destroyed when the column fell.

A dry fountain along the south face of the central pillar features a low basin and a wall spigot about 8 feet high, looking something like a shower. The enslaved water elemental that once powered this apparatus died centuries ago.

Treasure: The corpse in the tool closet wears a suit of *+1 chainmail*, but almost all of his other possessions were crushed along with his bones. In a leather sack so old that it crumbles to the touch can be found the remains of three broken statuettes of Nadroc's previous commissions (looted from area **10**) and three that remain in excellent condition—a grand palace, a slim spire with eight connected smaller towers of different heights, and what looks like a grand stadium. Each intact statuette is worth 200 gp. The intact tools are a *wand of unseen servant* (16 charges), a *wand of shatter* (7 charges), and *goggles of minute seeing.*

12. Living Quarters

This wide chamber must once have been the living quarters of an important figure. A large stone slab that suggests the shape of a bed rests against the east wall, under a huge bas-relief of a robust, long-nosed bald humanoid figure with outstretched hands. The figure wears a lovingly sculpted wind-tossed robe that gives him the appearance of a triumphant god. A glyph that looks like a stylized arrow marks an amulet worn around the figure's neck. Wardrobes and dressers seemingly carved from the stone walls look to have been ransacked a long time ago.

This room was emptied of valuables centuries ago. A thin bed of whirling air rests atop the stone slab against the east wall. The wind is strong enough to suspend a Medium character above the stone comfortably, making it an excellent bed. Anyone sharing a space with the bed must make a DC 20 Will save to avoid becoming fatigued. This effect ends when the PC is no longer in the bed's space. The glyph on the amulet is Nadroc's personal symbol, and is reproduced as the compass rose of the map of this dungeon level. See the "Glyphs of the Wind Dukes" sidebar for more information regarding this symbol.

13. Workshop (EL 1)

The ceiling of this large chamber glows with what looks like natural sunlight, illuminating a series of worktables, vises, spinning wheels, and blocks of unfinished marble that identify the room as a sculptor's workshop. A huge unfinished statue of an imposing bare-chested warrior wielding a staff-like rod in its left hand dominates the north wall. The hairless figure looks similar to the bas-relief on the sarcophagus upstairs, but is clearly meant to be a different person. A short red metal pedestal against the south wall displays what appears to be a jet-black stone egg the size of a small boulder. A gold glyph—an equilateral triangle with short hash marks through each leg—marks the face of the egg.

The statue is meant to represent the great Wind Duke who used the *Rod of Law* to defeat Miska the Wolf-Spider. The "rod" in the statue's hand is a petrified wood staff that Nadroc planned to replace later with a more ornate decoration. Anyone examining the staff (Search DC 5) notices that six grooves have been cut along its shaft, suggesting seven segments.

The workshop has been competently looted, and all that remains are bits of furniture and parts of more elaborate sculpting tools. The *daylight* coming from the ceiling is a permanent magical effect.

A successful DC 15 Knowledge (the planes) check identifies the gold symbol upon the ebon egg as the personal device of Ogrémoch, a legendary elemental prince of evil. A DC 20 result notes that Ogrémoch and a legion of lesser earth elementals were said to have served on the side of the Queen of Chaos at the great final battle at Pesh that ended a primordial war between Law and Chaos.

Creature: The egg is the dormant form of a hibernating Small earth elemental who served at Ogrémoch's side at the battle of Pesh and who was later captured by the victorious Wind Dukes of Aaqa and forced into a life of magical servitude. The elemental, an evil lout called Artophanx, is forever bound to this chamber, compelled by ancient incantations to assist the Wind Duke Nadroc, who constantly grilled him about the properties of indigenous rock or the likely efficacy of this or that masonic flourish. The Lair of the Architect has been empty for thousands of years, so Artophanx went into hibernation centuries ago, and snaps out of his torpor only if touched. If this happens, the elemental immediately takes on an anthropomorphic form and barks a challenge in Terran, the grating, gravelly language of elemental earth. If the PCs do not respond, Artophanx attacks.

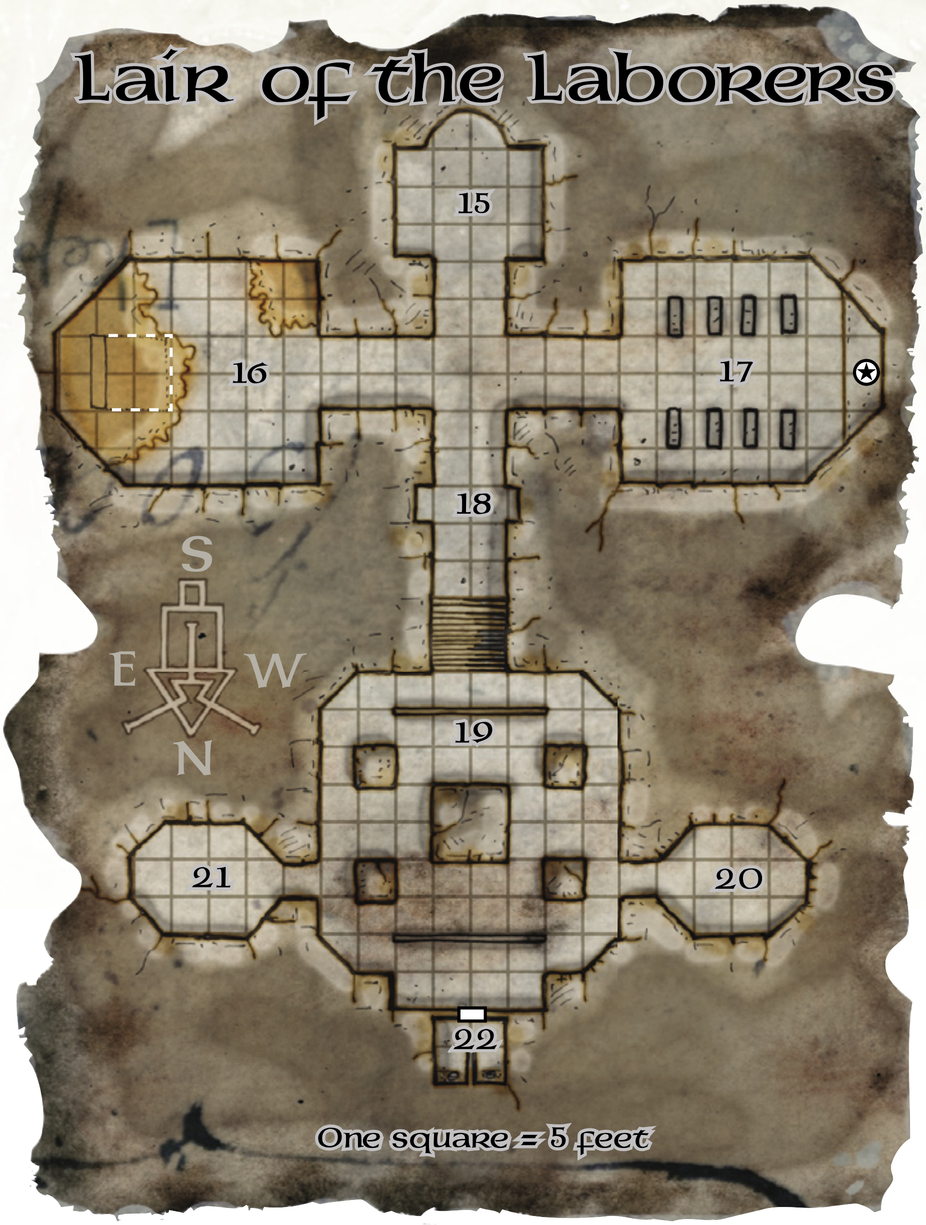
Artophanx wants more than anything else to escape, and might be fooled into cooperating with the party if successfully bluffed by a Terran-speaking character. If convinced that the PCs might be able to help him escape the room (something actually well beyond their power) he can relate some useful facts about the Whispering Cairn's construction, including the fact that it was built by a Wind Duke named Nadroc to honor a warrior named Zosiel who died on the fields of Pesh and the fact that Zosiel's true tomb lies beyond the face in area **8**.

Small Earth Elemental: hp 11; AL Neutral evil; *Monster Manual* 97.

Treasure: The red metal pedestal is of a material totally unknown elsewhere on this world, and is worth 300 gp. It weighs 200 lbs. The wooden pole held by the statue doubles as a masterwork quarterstaff.

14. Toilet

This austere toilet has not been used in centuries.



LAIR OF THE LABORERS

Nadroc's creation of the Whispering Cairn required the assistance of eight skilled Wind Duke laborers who dwelt in this sub-level. They were several layers below Nadroc in the complex social strata of the Wind Dukes of Aaqa, so the stonework and amenities of this level are markedly inferior to similar accoutrements in the Lair of the Architect. The ceilings on this level uniformly reach a height of 20 feet. Walls are worked stone.

15. Laborer's Foyer

Dozens of bas-relief figures similar to the one on the sarcophagus lid in the room above stare disapprovingly from the walls here. Many sport crossed arms and stern expressions. A few of the statues' heads are missing, and some have huge chunks torn out of them. Others have a weird melted appearance, as if they'd been sprayed by something terrible. A large glyph that looks like a stylized arrow points down a short corridor to the north that leads to a four-way intersection.

The damage to this room comes from the acid beetles inhabiting area **16**. The alcove in the south wall conforms to the shaft leading to area **7** above. The shaft starts 20 feet above the floor of area **15**, and is pitted with acid-burned handholds (Climb DC 10). The glyph—Nadroc's personal sign—is identical to the one found on the amulet in area **12**.

16. Food Room/ The Hive (EL 3)

The north and south walls of this large chamber taper in somewhat, and in the nook of the far eastern wall rests a wide stone basin backed by a five-foot-tall shelf. A hardened orange paste spills out over the two-foot basin lip and covers much of the shelf. Thousands of tiny beetles with bright blue carapaces skitter and tunnel through the chalky substance. A keening insect chorus fills the room. A huge organic mass completely fills the room's southwest corner. Judging by the beetles spilling from within, it appears to be an enormous nest.

In ancient times, Nadroc's laborers sustained themselves on the nutritious substance generated by this fountain. The orange substance is still edible, but those who eat it must make a DC 14 Fortitude save to resist becoming sickened for 1 hour due to the ubiquitous beetle waste.

The nest in the southwest corner has the consistency of papier-mâché, and can be cut through easily. If burned, it produces an acrid black smoke that grants concealment to every creature in the room for 6 rounds or until the smoke is blown away.

Creatures: This room serves as the central breeding ground of a colony of aggressive beetles who feed upon the edible orange sludge that fills the basin. When the PCs enter the room, the vermin skittering about the sludge coalesces into the form of an acid beetle swarm, and a Medium giant bombardier beetle, the cow of the colony, moves to attack, opening with a deadly spray of acid. The insects fight to the death.

Giant Bombardier Beetle: hp 13; *Monster Manual* 284.

Acid Beetle Swarm: hp 9; see page 26.

Treasure: A DC 10 Spot check reveals the presence of three oblong lumps completely covered with orange sludge in the room's southeast corner. These are the skeletonized remains of three long-dead human figures in soiled red leather armor. An eight-pointed star symbol marks the left breast of each moldy suit of armor, a symbol that marks the dead as members of Ulavant's Seeker band, which met a grim end in the Lair of the Laborers some 60 years ago. A DC 15 bardic knowledge or Knowledge (geography, history, or nobility) check identifies the symbol as belonging to the Seekers, a group of unscrupulous archeologists and pseudohistorians. One of the Seeker guards has three *potions of cure light wounds*, and another bears a *pearl of power* (1st level).

A DC 15 Search check in the ruined remains of the nest turns up a mummified human hand still wearing a *ring of feather falling*.

17. Sleeping Quarters (EL 2)

Eight man-sized stone slabs, about four feet off the ground, are arranged in two rows in this large room. A long-dead corpse, possibly a human, lays sprawled out upon one of these slabs, his red leather armor the only hint of color in the otherwise drab room. The north and south walls taper in somewhat, and the short west wall abuts a small stone stage. The red clay statue of a powerfully built warrior wielding a cylinder-headed greatclub stands tall upon the stage, its eyes surveying the room.

Each round characters within this room must make a DC 15 Will save to resist becoming fatigued. The fatigue ends when the PC leaves the room. The stone slabs once served as beds for Nadroc's Wind Duke laborers. The skull of the human male corpse on the southwest slab has been utterly crushed by the stone greatclub of the statue upon the western stage, a marble representation of the Guardian of the Veil, a mythical Wind Duke figure who stands sentry between the lands of sleep and wakefulness. The statue itself is not attached to the floor, and may be tipped over with a DC 20 Strength check. It weighs 800 lbs.

Creature: When the PCs first arrive, a giant bombardier beetle stag stumbles about between the sleeping slabs. The fatigued beetle does not respond to the sounds of conflict in area **16**, preferring instead to enjoy a rare moment of rest. It attacks any non-beetle creature it sees, leading off with a spray of acid.

If any non-Wind Duke falls asleep on one of the stone slabs, the terracotta statue on the stage in the western alcove animates and attempts to smash the sleeper with its club (treat as a slam attack, as the club is merely a part of the Guardian statue).

Giant Bombardier Beetle: hp 20; fatigued (–2 to Strength and Dexterity); *Monster Manual* 284.

The Guardian of the Veil, Medium animated object: hp 31; SQ hardness 2; *Monster Manual* 13.

Treasure: The corpse on the southwest slab wears masterwork leather armor emblazoned with the eight-pointed symbol of the Seekers and a silver ring worth 75 gp.

18. Tool Alcoves

Numerous pegs extending from the walls of these alcoves once held the excavation gear of the Wind Duke laborers, but anything of worth was looted long ago.

19. Submerged Showers

In ancient days, the laborers cleaned themselves and disposed of their waste in the lower level of their lair (areas **19–22**). An enslaved water elemental commanded an elaborate set of showers and saw to the sanitary needs of the workers. Centuries of isolation have driven this creature insane, and now the lower chambers are completely submerged in water. Numerous drains near the shower pillars are wholly clogged with debris deposited by the elemental, leaving no way for the PCs to drain the area. The PCs first encounter the water about halfway down the stairs leading to area **19**.

Refer to page 92 of the *DUNGEON MASTER's Guide* to re-familiarize yourself with D&D's underwater rules. To summarize the most important element, a character can hold his breath for a number of rounds equal to twice his Constitution score, as long as he takes only move actions or free actions. Taking a standard action or a full-round action reduces this period of time by one round. After that period of time, he must make a DC 10 Constitution check to continue holding his breath. Each round, the DC increases by 1. If he fails the Constitution check, he begins to drown. In the first round, he falls unconscious (0 hit points). In the following round, he drops to –1 hit points and is dying. In the third round, he's dead.

All of the submerged rooms are completely dark, which should add an eerie element to their exploration. PCs without darkvision must rely on some artificial means of light, such as the *light* spell, a sunrod, or the everburning torch from area **7G**.

The four pillars and central structure of this room are composed of tan stone and contain non-functional shower spigots about 8 feet off the ground.

Creature: The insane Small water elemental still dwells here, spending much of its time spinning in a tight vortex in area **20**. It notices the PCs the second one of them touches the water, and swiftly moves to intercept them.

Insane Small water elemental: hp 11; *Monster Manual* 100.

Tactics: The elemental gets +1 to attacks due to its water mastery special quality, but suffers a –4 penalty against the PCs if they stand upon the ground (a safe assumption during combat). This gives the elemental a total attack bonus of +1 for its slam attack. It tries to ambush a torchbearing character first. It has darkvision to 60 feet, and would prefer to fight without a light. It waits until the torchbearer is in the middle of area **19** before attempting to quench the torch (requiring a touch attack and a successful caster level check). Once the elemental has achieved darkness (or if no characters hold an everburning torch), the creature leads off with its vortex before moving in with slam attacks.

20. Locker Room with Benches

This small room contains four long benches and several niches along the walls.

Treasure: A dead human body here bears the red lantern from area **7**. It wears red masterwork leather armor with the Seeker insignia over the left breast, and a *+1 short sword* hangs in a molding scabbard on its belt. The corpse's bones are very badly gnawed, and its armor has been torn apart and ruined as if by sharp claws. A DC 10 Heal check reveals that the bones have been cracked open as if something was trying to get at the marrow within. The body has been dead for 50 years or more.

21. Other Locker Room with Benches (EL 2)

This small room contains four long benches and several niches along the walls.

Creature: This chamber is home to the scholar Ulavant, who became a ghoul after his death at the hands of the water elemental prevented him from accomplishing his goal of cataloguing the Whispering Cairn's secrets for the archive of the Free City's Seeker lodge. Ulavant wears a gold ring with the eight-pointed star Seeker insignia on the third finger of his left hand.

Ulavant, ghoul: hp 13; *Monster Manual* 119.

Tactics: Ulavant attempts to paralyze his enemies, starting with what he assumes to be bards, wizards, and sorcerers. Though his mind is now utterly consumed with the need to consume, Ulavant maintains some measure of his brilliance. He also retains a good measure of his original depravity. Should be paralyze all of his victims, he moves the frozen bodies so that they can look into each others eyes before gorging on one of the victims, starting with the throat. This theatrical flourish might just give one of the paralyzed PCs the chance he needs to shake free from the paralysis.

Treasure: A pile of tattered clothes stuffed into one of the lockers hides a pouch containing 38 gold, 2 platinum, and 55 silver pieces. Ulavant's Seeker ring is worth 200 gp. It instantly identifies its wearer as a member of the Seekers, which may have implications with Khellek, the wizard in the trio of rival adventurers introduced in the "Backdrop: Diamond Lake" article elsewhere in this issue.

Note: The bump in EL accounts for the fact that the party is underwater, making the ghoul's paralysis effect much more powerful. It is not, however, as powerful as it might seem. Ulavant's paralysis attack freezes its victims in place, but paralyzed characters can continue to hold their breath for the duration of the paralysis. They do not begin to drown the moment the paralysis begins. They could, however, drown if they run out of breath before the paralysis ends.

22. Toilet

This submerged toilet has not been used in centuries.

PART TWO: THE TRUE TOMB

Areas **23–25** represent Zosiel's true tomb. Very few explorers have penetrated as far as area **23** in the last several thousand years, and no living interloper has managed to negotiate the metal door at the end of that passage to gain the fabulous Chamber of Sighs. When the tomb was constructed, the door was meant to be opened only by the elemental thralls in area **24** at the behest of a Wind Duke who spoke the correct long-forgotten phrase into the door. An elemental would then press a catch on the wall opposite area **23**, and the metal door would slide open gingerly. Now, the only way through is to make a deal with the ghost of Alastor Land, a runaway who died exploring the Whispering Cairn nearly 30 years ago and who haunts the place still.

23. Alastor's Haunt (EL 4)

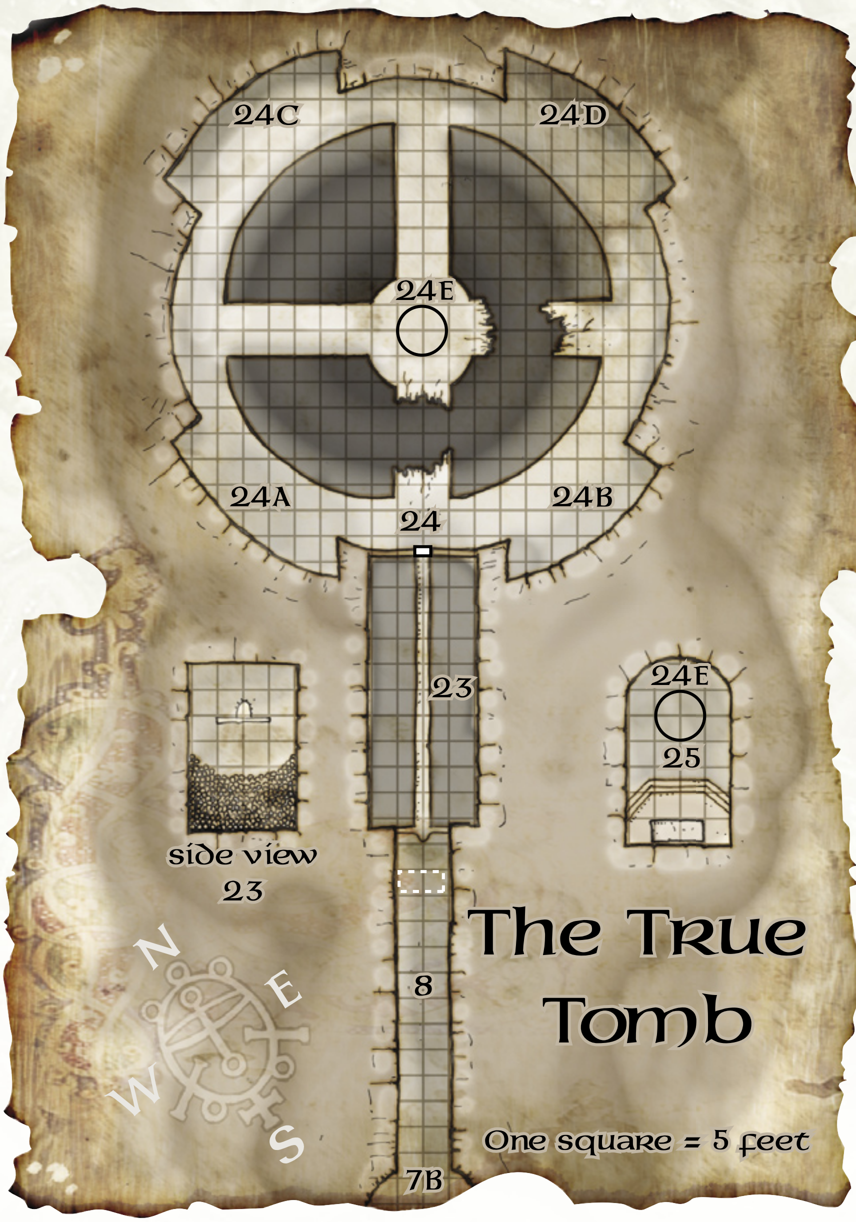
Through the gaping mouth at the end of the hallway is a long, dark room with no floor. A three-foot-wide beam of petrified wood spans the chasm, leading straight ahead into darkness. About ten feet below the beam, countless iron spheres the size of large oranges form an irregular floor, but it's impossible to tell if they represent a wholly solid surface. The northwest and southeast walls are covered in a honeycomb of geometric patterns. The featureless stone ceiling extends about twenty feet from the beam.

This room represents Nadroc's last attempt to dispense with unwanted tomb robbers, so the beam and walls combine to make a devious Trap. Note the side view of this room provided in the map of the True Tomb.

Creatures: A curious grick lives in the iron spheres at the bottom of this room, having tunneled here through some subterranean fissure opened during an ancient earthquake. Each round, PCs standing upon the spheres may make a DC 15 Listen check to hear the grick moving under iron spheres. If it hears the PCs, it rushes up to attack from surprise.

The grick is far from the most potent potential enemy in this room, however, for the place is also the lair of Alastor Land, a young teen runaway who managed to slip through all of the Whispering Cairn's defenses 30 years ago only to die here. Now he lingers on as a ghost, cursed to forever remain in this chamber, wracked with guilt for having abandoned his mother and siblings. As the PCs explore the room, Alastor observes from the Ethereal Plane. His childish giggles follow every PC mistake, while cries of "wow!" or "I thought you were dead that time!" seem to come from the walls as the PCs fight the grick. Once they have defeated the aberration, Alastor decides that they are his best chance to escape the chamber and finally rest with his family.

Immediately after the fight ends, Alastor manifests, appearing as a translucent 13-year-old farm boy with a broken neck, long black fingernails, and a demoniac glare in his eyes. He attempts to shield most of the PCs from his horrific appearance, but the youth has a flair for the dramatic and wants to make a powerful first impression, so he wants at least one of them to see him in his true form. Thereafter, he attempts to move onto the same square as a PC and take over that character with his malevolence special attack. Once he has controlled a PC (or if he cannot manage to do so), he speaks directly to the PCs.



> "I have been here countless decades, punished for abandoning my family in a time of need. Over these years, I have seen explorers like you come and go. The trap in the walls kills most of them, but others have left in humiliation, unable to pass through the far metal door. I am unable to leave the way you came because of my curse, but I am able to push through the far wall. Beyond is a glorious chamber of strange carvings and a pillar of air. And there's a catch on the other side of the door that opens it without a problem. I'll trigger it for you if you take my bones from here and bury them with my family on a farmstead just beyond Diamond Lake. Do this for me, and I will be free. I assure you there is no other way through that door."

Alastor left home 30 years ago, in the 565th Common Year (the current Common Year is 595, assuming you don't use some other dating convention). It's been at least a decade since the last adventurers came to this chamber. They fell victim to the iron sphere trap, and their corpses are buried beneath the upper layer of iron balls forming the room's floor. He can direct the PCs to his own skeleton, which lies about three feet below the surface just below the metal door.

If the PCs insist on fighting Alastor, he attempts to kill one of them to prove that he is a worthy opponent, thereafter pleading with them to take his bones back to his family plot. His directions suggest a farmstead 10 minutes east of Diamond Lake, and lead directly to Chapter Three: Tomb Stories, below.

ALASTOR LAND CR 3
Male human ghost commoner 2 (*Monster Manual* 117)
CN Small undead (incorporeal)
Init +6; **Senses** darkvision 60 ft.; Spot +6, Listen +6
Languages Common

AC 16, touch 16, flat-footed 14
hp 13 (2 HD)
Immune incorporeal traits, undead traits
Fort +0, **Ref** +2, **Will** –1

Spd fly 30 ft. (perfect)
Base Atk +1; **Grp** +1
Special Attacks horrific appearance (DC 14), malevolence (DC 18), manifestation, telekinesis (DC 18)

Abilities Str —, Dex 14, Con —, Int 11, Wis 9, Cha 17
SQ incorporeal traits, rejuvenation, turn resistance +4, undead traits
Feats Alertness, Improved Initiative
Skills Listen +6, Spot +6

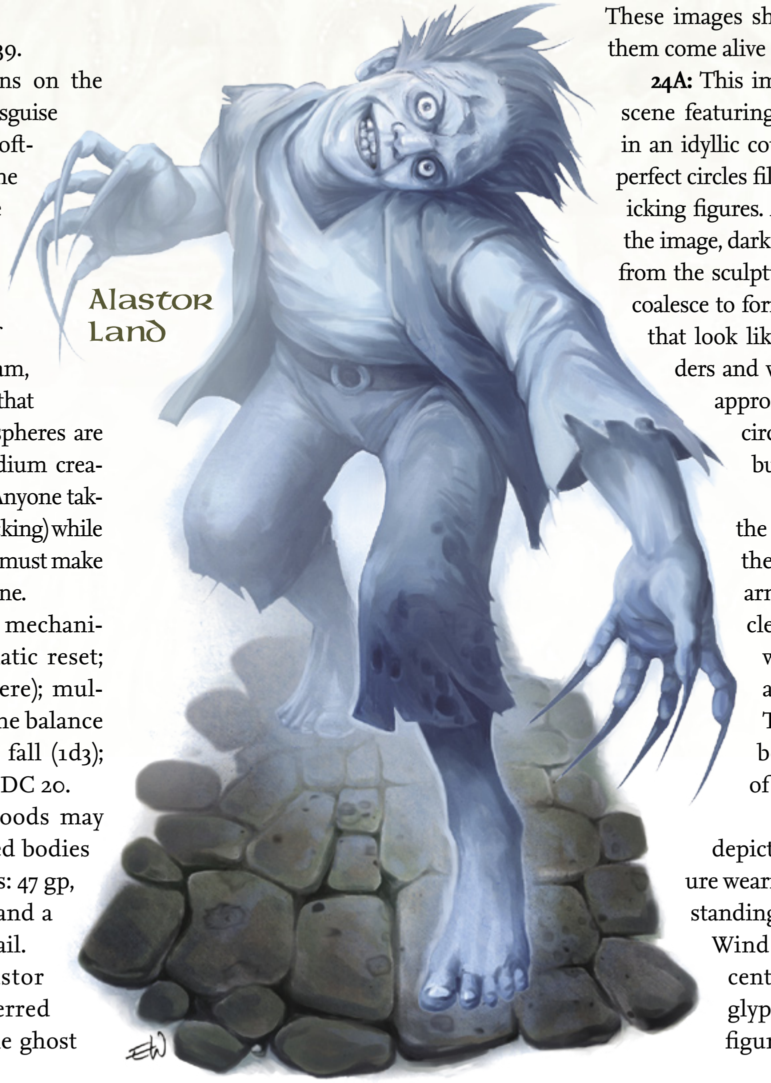
Grick: hp 9; *Monster Manual* 139.

Trap: The geometric patterns on the northwest and southeast walls disguise numerous holes that shoot softball-sized iron spheres across the room when anyone crosses the 15-foot span at the center of the beam. The safest way to cross the room is probably to lower oneself to the uneven surface of spheres below the balance beam, but this risks upsetting the grick that dwells below the spheres. The spheres are difficult terrain, with most Medium creatures sinking about a foot deep. Anyone taking strenuous action (such as attacking) while standing upon the unstable balls must make a DC 10 Balance check or fall prone.

Hail of Iron Spheres: CR 2; mechanical; proximity trigger; automatic reset; Atk +6 ranged (1d4, iron sphere); multiple targets (all targets upon the balance beam); Reflex save DC 16 or fall (1d3); Search DC 20; Disable Device DC 20.

Treasure: The following goods may be harvested from decomposed bodies buried within the iron spheres: 47 gp, 7 sp, 1 pp, a rusty longsword, and a suit of masterwork banded mail.

Development: When Alastor Land's bones have been interred next to those of his family, the ghost immediately knows he is free from his curse and begins to fade from reality. Before he does so, however, he passes through the northeast wall into area **24** and triggers the catch there. The metal door slides open.



Alastor Land

Ad-Hoc Experience Award: When the PCs return Alastor Land's bones to his family plot at the Land farmstead, award them experience as if they defeated a CR 3 encounter.

24. The Chamber of Sighs (EL 6)

This cavernous chamber consists of a large stone walkway around a deep chasm that leads into darkness. Four platforms lead from the walkway to a central ring, but two of these platforms are broken. Bright light reminiscent of a summer's day filters down from the ceiling about forty feet above. Four wide galleries extend from the outer walkway, their far walls covered with enormous bas-relief vistas. A sighing wind emits from a huge pillar of rushing air at the center of the chamber. The column extends from the floor to the ceiling, cutting through the room's central ring.

The central pit is 60 feet deep, ending in a featureless basin. Each perimeter gallery bas-relief portrays a scene from the life of the Wind Duke Zosiel. The sculpting on the walls appears very crude from a distance. Figures are blurred and distorted, and it's impossible to tell what the images are meant to represent. When a character approaches within 10 feet of one of the bas-reliefs, however, valves breathe forth a smoky sheet of steam that covers the entire wall. As the steam eddies and plays about the rough carvings, distinct impressionistic images become apparent on the walls. These images shift and move, making them come alive with action.

24A: This image depicts a peaceful scene featuring several vaati relaxing in an idyllic country scene. Dozens of perfect circles fill the sky above the frolicking figures. As the steam runs over the image, dark, twisted shapes emerge from the sculpture's edges. The shapes coalesce to form monstrous creatures that look like a cross between spiders and wolves. As the creatures approach the Wind Dukes the circles in the sky begin to burst one by one.

This event represents the empire of Aaqa prior to the great war against the armies of Chaos. The circles in the sky represent worlds claimed by the ancient Wind Dukes. Their destruction symbolizes the magnitude of the chaotic threat.

24B: This image depicts a towering vaati figure wearing the glyph of Icosiol standing over a legion of lesser Wind Duke warriors. The central warrior bears the glyph of Zosiel, but each figure bears a glyph of a distinct Wind Duke warrior named in the *Chronicle of Chan* (see the "Glyphs of the Wind Dukes" sidebar on page 21). As the steam plays about the image, the warriors raise longswords in salute to Icosiol.

24C A group of seven proud noble Wind Dukes present a staff-like rod to a council of superior vaati in this gallery image. As the steam fills the bas-relief's contours the central figure raises the staff above his head, where it splits into seven irregular parts.

Each of the seven Wind Duke presenters bears a carven glyph that identifies him as a member of the "Wandering Dukes" who abandoned the war against Chaos to discover the secrets of the *Rod of Law*. The *Chronicle of Chan* identifies these beings as Amophar, Darbos, Emoniel, Icosiol, Penader, Qadeej, and Uriel.

24D: The bas-relief in this gallery depicts the final battle between Law and Chaos. As the steam moves about the image, the Wandering Duke Qadeej impales Miska the Wolf-Spider, a demonic entity that looks like a drider with four arms and a human head flanked by two wolf heads. As the Wolf-Spider, *Rod*, and Qadeej vanish into a planar rift, Icosiol is struck by a beam from Miska's eyes and slumps dead to the ground.

24E: The pillar of air stretches from floor to ceiling. Any character who steps into the wind is propelled safely to area 25. Doing so means getting past the room's powerful defenders, however.

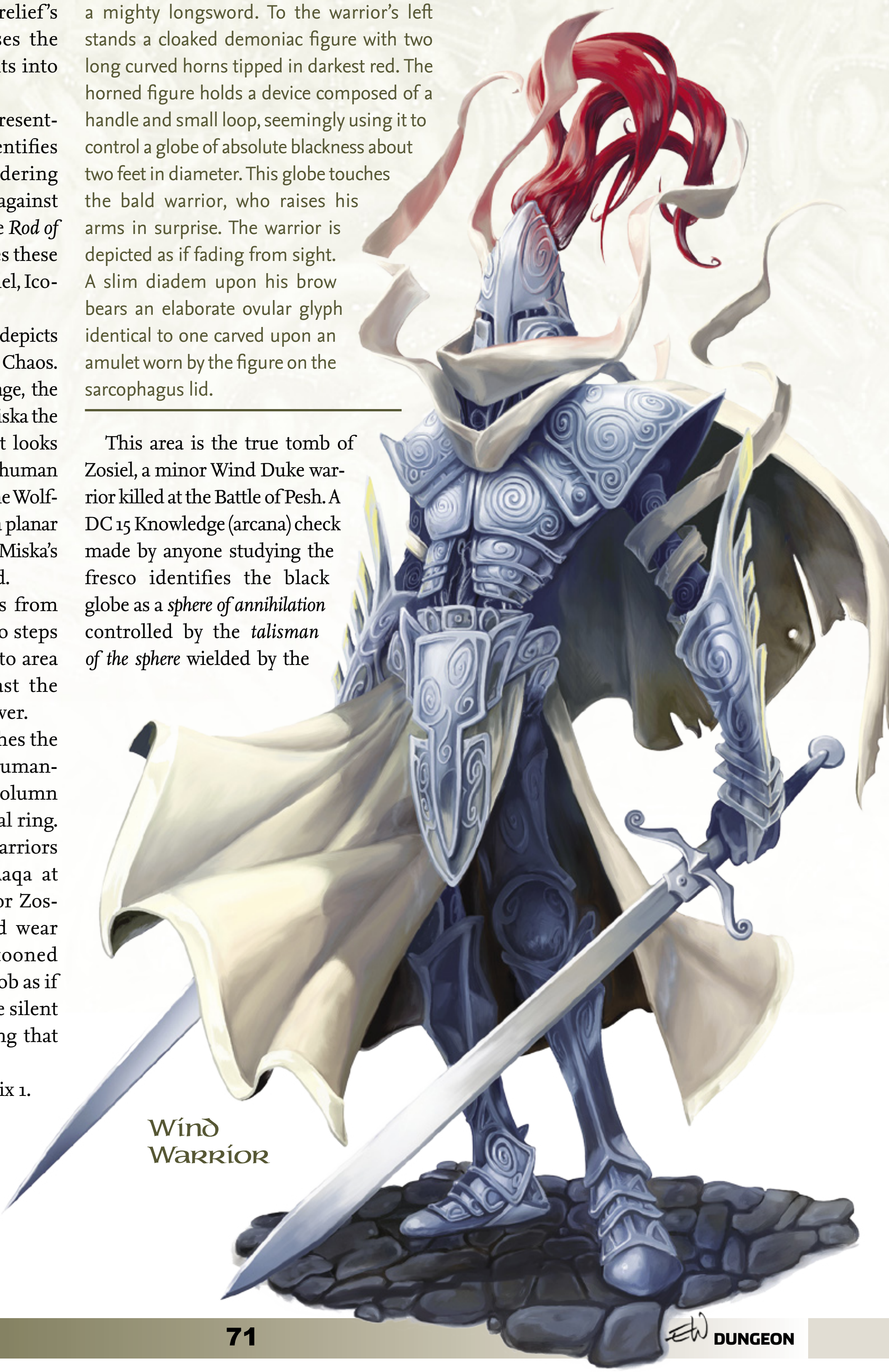
Creatures: As soon as a PC reaches the walkway or central ring, two tall humanoid figures arise from within the column of air and step out onto the central ring. Both of these creatures—wind warriors who served in the armies of Aaqa at the Battle of Pesh and who honor Zosiel still—wield twin swords and wear ancient ceremonial armor festooned with red pennons that twist and bob as if always blown by a fierce wind. The silent warriors attack intruders, knowing that they are the tomb's last defense.

Wind Warrior (2): hp 39; Appendix 1.

25. The True Tomb

A whooshing pillar of air dominates the northeast half of this rectangular room. Opposite the pillar up a set of three short stairs rests a white marble sarcophagus identical to the one in the room with the colored lanterns far below, complete with a sculpted humanoid figure carved into the lid. A beautifully carved bas-relief on the wall near the sarcophagus depicts the same figure as a bald, androgynous warrior wearing a simple ancient garment and wielding a mighty longsword. To the warrior's left stands a cloaked demoniac figure with two long curved horns tipped in darkest red. The horned figure holds a device composed of a handle and small loop, seemingly using it to control a globe of absolute blackness about two feet in diameter. This globe touches the bald warrior, who raises his arms in surprise. The warrior is depicted as if fading from sight. A slim diadem upon his brow bears an elaborate ovular glyph identical to one carved upon an amulet worn by the figure on the sarcophagus lid.

This area is the true tomb of Zosiel, a minor Wind Duke warrior killed at the Battle of Pesh. A DC 15 Knowledge (arcana) check made by anyone studying the fresco identifies the black globe as a *sphere of annihilation* controlled by the *talisman of the sphere* wielded by the horned figure. Many legends suggest that the deadly *spheres* were created during the great war between Law and Chaos. Now they are the stuff of legends. The image is an accurate representation of Zosiel's death, just moments before the Wind Dukes employed the *Rod of Law* to defeat Miska the Wolf-Spider.



Wind Warrior

The sarcophagus is completely sealed, exhibiting not even a seam under the lid. It is impossible to damage physically. For all appearances, it is a solid block of marble. When someone steps upon the top stair of the southwestern dais, the bas-relief sculpture animates and the warrior looks directly into the eyes of the character. "Speak my name," it says to the character in his native language. Thereafter, the image fades back into the wall and the chamber grows still.

If the addressed character utters the word "Zosiel," bright blue light shines around the sarcophagus lid. It fades a few seconds later, revealing a seam between the lid and the rest of the sarcophagus. A DC 10 Strength check is sufficient to lift the lid, revealing the Treasure within.

Treasure: Within the sarcophagus are all that remains of Zosiel: a slight silver diadem inscribed with his personal glyph. This is a *circlet of Wisdom +2*, but additional properties of this item will become clear as the Age of Worms Adventure Path continues.

The sarcophagus also includes two long slightly curved black horns with red tips (worth 50 gp each) and a pewter box inscribed with alien, writhing letterforms. A DC 15 Knowledge (the planes) check identifies the glyphs as those of the Queen of Chaos. Melted metal keeps the box sealed, but a decent application of force is sufficient to snap off the top. Inside is a long handle attached to an adamantine loop. This inactive minor artifact radiates strong transmutation magic, but is currently dormant and does nothing. It can be fully activated as a *talisman of the sphere* in "A Gathering of Winds," the sixth installment of the Age of Worms Adventure Path campaign. Allustan can identify the item by name at a glance, noting that the *spheres of annihilation* were holes in the continuity of the multiverse, and that anything they touched was destroyed utterly. After the Battle of Pesh, legend holds that the Wind Dukes scattered them to the corners of the Great Wheel. Far more numerous are the talismans that were said to grant their owners some measure of control over the spheres. Allustan urges the PCs to keep the valuable minor artifact. "One must always be prepared," he says with a wink and a smile.

PART THREE: TOMB STORIES

In this brief interlude, the PCs take Alastor Land's bones from area **23** of the Whispering Cairn to his family's private graveyard, on a farmstead about 10 minutes east of Diamond Lake. Before young Alastor's ghost allows the PCs to proceed through the Whispering Cairn he wants them to bury his remains with those of his family, so that his curse can be lifted and he can move on to the afterworld.

The seemingly easy mission takes a challenging turn when the PCs visit the family graveyard and discover that the bodies of Alastor's father, mother, brother, and sister have been removed recently and taken off to places unknown. Investigation of the Land farmhouse leads to an exciting battle with a wounded owlbear and turns up clues implicating a gang of toughs in service to the mine manager Balabar Smenk, leading directly to Part Four: The Gang.

The Land Family Graveyard

A copse of immense deklo trees shades a small, quiet clearing just where Alastor said it would be, about 10 minutes east of Diamond Lake. Crumbling walls and a seemingly abandoned farmhouse stand vigil atop a small bluff overlooking the clearing, the sad ruins of what must once have been Alastor's home. Five grave markers stand in the clearing, each with a different name: Anders, Bemissa, Coldaran, Gertia, and Alastor. Open pits yawn from before all five headstones. Piles of fresh dirt and a pair of abandoned shovels suggest that the excavation took place recently, certainly within the week.

Alastor's father Anders died a year before the boy ran away from home. His mother, Bemissa, his older brother Coldaran, and his younger sister Gertia all succumbed to the Red Death plague that swept through the region 19 years ago. A DC 10 Heal or Knowledge (history) check identifies the four-petaled flower motif on their graves as a symbol commonly associated with victims of that wretched disease. The grave markers read as follows: **Anders Land:** 531–564 CY; **Bemissa Land:** 534–576 CY; **Coldaran Land:** 550–576 CY; **Gertia Land:** 563–576 CY; **Alastor Land:** 552–. For frame of reference, Alastor ran away from home in 565 CY.

A DC 9 Search check made near the graves reveals the tracks of a wheelbarrow leading toward Diamond Lake. A DC 10 Survival check made by a character with the Track feat turns up the tracks of five booted Medium humans who walked all around the graves and eventually dug them up. Shortly after they looted the graves, the men who left these tracks walked off to explore the farmstead. Four of them seem to have come back very quickly, leaving for the road immediately thereafter.

All of the graves have been emptied (except Alastor's, which was empty in the first place); their contents have been delivered to a necromancer named Filge who recently moved into an old observatory in Diamond Lake. Until these bones are returned to the graves, Alastor cannot escape from his curse. Connecting the empty graves to Filge takes more evidence than is available here. For that, the PCs need to explore the Land farmhouse on the bluff overlooking the graveyard.

The Land Farmstead (EL 3)

The dilapidated Land farmstead consists of a crumbled wall and a sagging, unsafe house with broken windows and a sagging roof. Thick, sludgy puddles of dried blood and unidentifiable fleshy chunks litter the wooden floor immediately inside the front door.

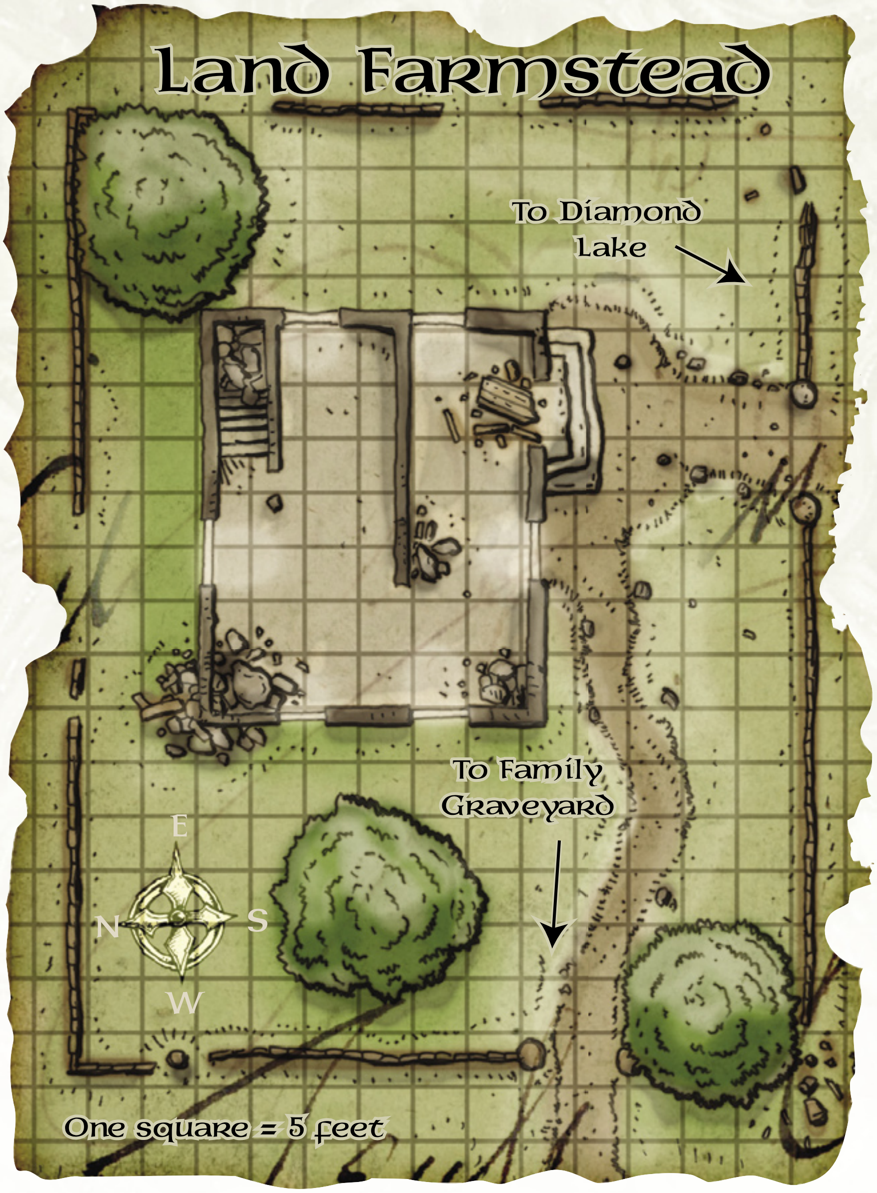
Creatures: Between the wall and the stairs leading to the collapsed second floor lurks an enraged female owlbear, still wounded from the battle with Balabar Smenk's agents that left her mate and three of her cubs dead. A single baby owlbear survived, and the mother protects it with her life.

Wounded Owlbear: hp 52 (currently 22); *Monster Manual* 206.

Treasure: A baby owlbear, still less than a year old, lurks in a corner of the north wall. It bonds to any character that touches it, thereafter following that character obediently. A DC 10 Knowledge (nature) check reveals that baby owlbears can fetch as much as 3,000 gp from collectors who train them to become effective guardian beasts. Although its large eyes and soft pelt make it an endearing pet or mascot, the creature is at heart a feral monster, and isn't above attempting to bite off fingers or gnaw into a companion's leg. Owlbears are impossible to domesticate, so PCs hoping to keep this creature will soon find it far more trouble than it is worth.

Development: A DC 10 Search check of the Land farmhouse turns up a complete human arm with a unique tattoo identical to the one shown on the illustration of the half-orc Kullen on page 54. A DC 10 Knowledge (local) check identifies the symbol as that of Garavin Vesst, a greedy mine manager who branded his employees with it as a badge of status. Vesst was bankrupted by Balabar Smenk years ago, and died early last year. The branded workers were little more than slaves to Garavin Vesst, and view their current service to Smenk as a privilege. A DC 15 Gather Information check suggests that the gang commonly frequents the Feral Dog, a despicable tavern in the most dangerous part of Diamond Lake. The arm formerly belonged to a rogue named Skutch. The rest of him is in the wounded owlbear's stomach.

Ad-Hoc Experience Award: Due to its wounds, the owlbear counts as a CR 3 creature for the purposes of awarding experience points.



PART FOUR: THE FERAL DOG

Once they discover the tattooed arm at the Land farmstead, the PCs are on the trail of Balabar Smenk's gang of reprobates. About a week ago, the five-man gang helped one of Smenk's associates from the Free City, a debased necromancer named Filge, move into an old observatory on the bluff overlooking Diamond Lake. Balabar gave the gang strict instructions to help Filge acquire whatever he needed to feel at home at the observatory, but the wizard's first request set the criminals on edge and infuriated their leader, an albino half-orc barbarian named Kullen. Filge needed one thing more than any other—skeletons to serve as guardians and assistants.

Knowing that the Diamond Lake Boneyard was under the protection of cultists sworn to Wee Jas, Kullen grudgingly led his followers on a tour of abandoned farmsteads on the outskirts of town, hoping to find a few private graves that the gang could dig up without attracting undue attention. All five of the criminals resented the work, considering grave robbing beneath them.

Things grew considerably worse when, after digging up all five Land graves (and finding Alastor's empty of remains) two nights ago, an inquisitive rogue named Skutch convinced the rest of the gang to explore the Land farmhouse.

Inside, they found a pair of mated owlbears. Four of the criminals—Kullen, Rastophan, Todrik, and Merovinn Bask—managed to escape with their lives. All that remains of poor Skutch is his severed, tattooed arm.

All four of the remaining cultists bear a tattoo identical to the one depicted on Kullen's forehead in the illustration on page 54. Only Kullen's is on his forehead. Other tattoos mark hands, shoulders, and other areas generally covered by clothing and armor.

A DC 15 Gather Information check suggests that the best place to contact the gang is at the Feral Dog, a seedy tavern detailed in the "Backdrop: Diamond Lake" article elsewhere in this issue. A map of the Feral Dog and a rough outline of important locations within is included in this chapter. Kullen's gang arrives at the Feral Dog each night around 8:00 PM, and leaves in a drunken stupor about three hours past Midnight (treat drunk characters as sickened for the purposes of this encounter).

The PCs might discover the location of the Land remains a number of different ways. The criminals have a starting attitude of unfriendly toward the PCs, and certainly don't shy away from conflict if attacked.

Bribery: All of the criminals were wounded badly in the fight against the owlbear, and all of them deeply resent having been sent on the mission in the first place. They strongly dislike Filge, who treated them like servants, and they're starting to suspect (correctly) that Balabar Smenk might not have their best interests in mind. If even one of the criminal's attitudes can be changed to friendly, the gang accepts a bribe of not less than 200 gp to reveal that they delivered the bones to a "crazy old goat named Filge" who's living in the old observatory (area 35 on the Diamond Lake poster map). They do not reveal Smenk's involvement, and warn the PCs against digging too deep. "Just get your bones and get out of there," they helpfully suggest. If a gang member can be approached individually, his attitude need only be changed to indifferent to pave the way for a bribe. In this case, the criminal keeps the full bribe for himself.

The Feral Dog Map Key

1. Taproom
2–5. Staff quarters
6. Kitchen
7. Spirits storage
8. Stairs
9. Storage
10. Private meeting room
11. Office
12. Premium dogfight seating
13. Office of the kennel keeper
14. Ready room
15. Kennel
16. Raw meat storage
17. Private meeting room
18. Vaults and planning office

Flattery: If all of the criminals' attitudes can be changed to friendly by a PC using Diplomacy to reinforce their belief that they have been used by uncaring employers, Kullen himself tells the PCs about the grave robbery and the delivery of the bones to the necromancer Filge. "Do me a personal favor," he says with a broken-toothed smile. "Bring me back that thin bastard's eyes." If the PCs fail to follow-through on this request, Kullen eventually becomes hostile toward them, perhaps turning into a long-term enemy in the campaign who advances in level as the PCs do.

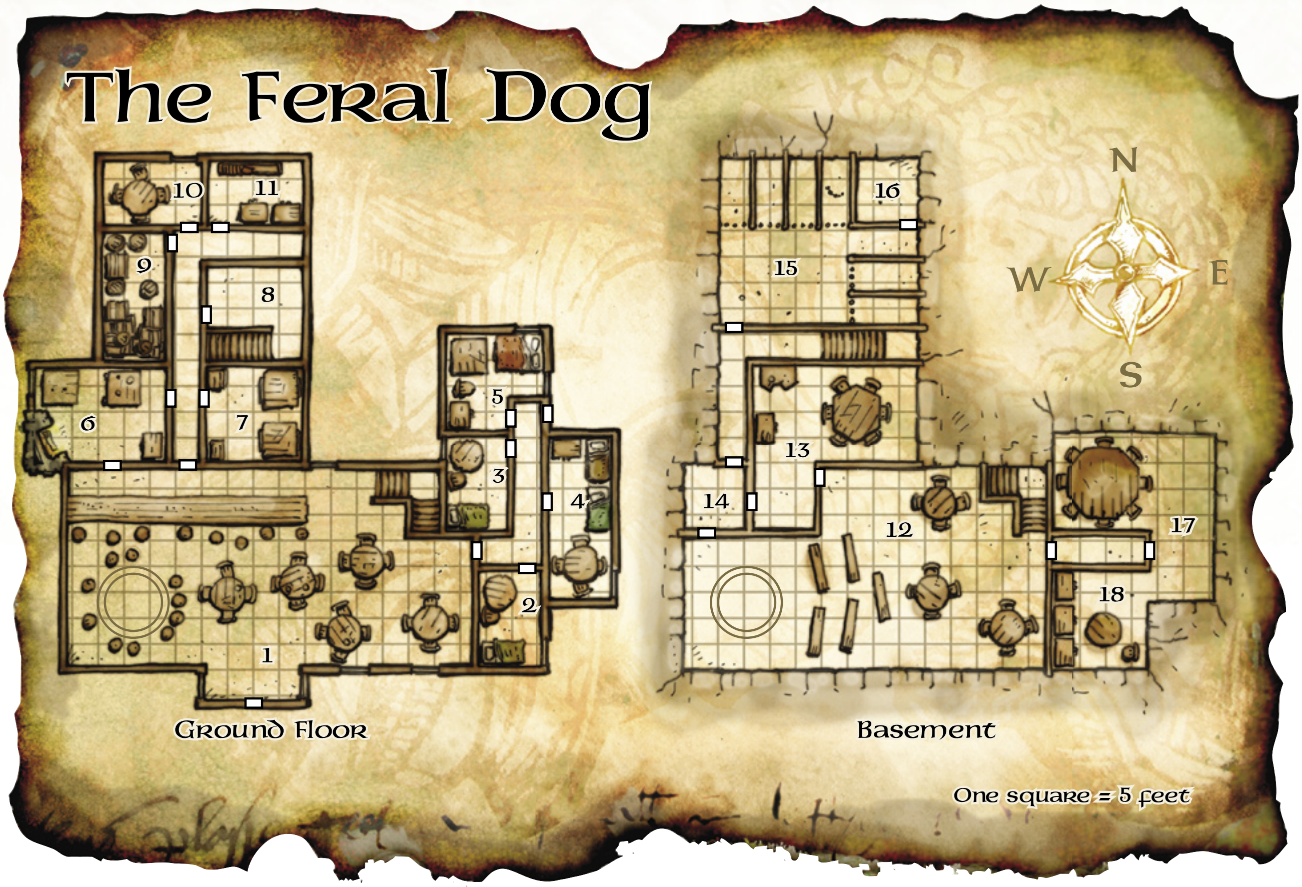
Fight!: Of course, the PCs could just attack the gang and attempt to get the information from them by force. See below for details on each gang member and tips on how to use the gang in combat.

Balabar Smenk's Gang (EL 6)

The statistics below cover everything you need to run a combat against Smenk's indentured criminals. As an EL 6 encounter, this fight should prove to be very challenging unless the PCs manage to battle on their own terms, setting up an ambush or isolating members of the gang from each other and taking them out one at a time.

Kullen: This towering albino half-orc commands the respect of everyone at the Feral Dog, where his rages are legendary. He is still upset about the disaster at the Land farmstead, and is eager for an unfair fight to work off some pent-up aggression.

Rastophan: A wiry goon from the southern swamps, Rastophan's long, clumpy black hair hangs down over his large eyes, giving him a sullen look. He rarely speaks and gets most of his guidance from Kullen.



Todrik: This corrupt fighter was born into servitude to Garavin Vesst, and views Balabar Smenk as his savior from a life in the mines. He has short brown hair cut into a flat-top. An angry red scar marks the left side of his sneering face from the forehead to the tip of the chin.

Merovinn Bask: This bald, ill-tempered wizard simply can't believe that his debts forced him into servitude in the first place, and views each day as an absolute disgrace. Bask is by far the rudest of Kullen's men. The only friend he ever had was the unfortunate Skutch.

KULLEN CR 3

Half-orc barbarian 3
NE Medium humanoid (orc)
Init +1; **Senses** darkvision 60 ft.; Spot –1, Listen +5
Languages Common, Orc

AC 11, touch 11, flat-footed 10; uncanny dodge
hp 31 (3 HD)
Fort +5, **Ref** +2, **Will** +0

Spd 40 ft.
Melee *+1 greataxe* +7 (1d12+5/x3)
Base Atk +3; **Grp** +6
Attack Options Cleave, Power Attack
Special Attack Rage 1/day
Combat Gear *potion of cure light wounds, potion of jump, potion of mage armor*

Abilities Str 17, Dex 13, Con 14, Int 8, Wis 8, Cha 10
SQ fast movement, illiteracy, trap sense +1, uncanny dodge
Feats Cleave, Power Attack
Skills Intimidate +6, Jump +13, Listen +5
Possessions combat gear, *+1 greataxe*, 3 gp
Rage (Ex): When he rages, Kullen has the following changed statistics:
AC 9, touch 9, flat-footed 8
hp 37 (3 HD)
Fort +7, **Will** +2
Melee *+1 greataxe* +9 (1d12+8/x3)
Grp +9
Abilities Str 19, Con 18
Skills Jump +15

RASTOPHAN CR 2

Human ranger 2
N Medium humanoid
Init +1; **Senses** Spot +6, Listen +6
Languages Common

AC 16, touch 11, flat-footed 15
hp 16 (2 HD)
Fort +5, **Ref** +4, **Will** +1

Spd 30 ft.
Melee mwk longsword +6 (d8+2/19–20) or mwk longsword +4 (d8+2/19–20) and short sword +3 (d6+1/19–20)
Base Atk +2; **Grp** +4
Attack Options favored enemy humanoid (human) +2
Combat Gear *potion of bull's Strength, potion of cure moderate wounds*

Abilities Str 15, Dex 13, Con 14, Int 8, Wis 12, Cha 10
SQ wild empathy +4
Feats Track^{B}, Run, Two Weapon Fighting^{B}, Weapon Focus (longsword)
Skills Climb +6, Handle Animal +5, Jump +6, Listen +6, Spot +6, Survival +6
Possessions combat gear, *+1 chain shirt*, masterwork longsword, short sword, 7 gp

TODRIK CR 2

Human fighter 2
NE Medium humanoid
Init +1; **Senses** Spot +2, Listen +2
Languages Common, Orc

AC 17, touch 11, flat-footed 16
hp 19 (2 HD)
Fort +6, **Ref** +2, **Will** +1

Spd 20 ft.
Melee mwk guisarme +6 (2d4+3/x3)
Base Atk +2; **Grp** +4
Attack Options Combat Expertise, Improved Trip
Combat Gear *potion of bull's Strength, potion of cure light wounds, potion of shield of faith +2*

Abilities Str 15, Dex 12, Con 14, Int 13, Wis 10, Cha 8
Feats Combat Expertise^{B}, Combat Reflexes, Improved Trip^{B}, Weapon Focus (guisarme)
Skills Craft (pottery) +4, Craft (woodworking) +4, Listen +2, Intimidate +3, Spot +2
Possessions combat gear, banded mail, masterwork guisarme, *cloak of resistance +1*, 41 gp

MEROVINN BASK **CR 2**
Male human enchanter 2
NE Medium humanoid
Init +6; **Senses** Spot +2, Listen +2
Languages Common, Draconic, Orc

AC 12, touch 12, flat-footed 10
hp 7 (2 HD)
Fort +1, **Ref** +4, **Will** +3

Spd 30 ft.
Melee dagger +0 (1d4–1/19–20)
Ranged masterwork light crossbow +4 (1d8/19–20)
Base Atk +1; **Grp** +0
Combat Gear *wand of ray of enfeeblement* (17 charges), scroll of *shield*, *potion of cure light wounds*
Spells Prepared (CL 2nd, +3 ranged touch)
  1st—charm person (DC 14), color spray (DC 13), mage armor, sleep (DC 14)
  0—daze (DC 13), detect magic (2), resistance, acid splash
Barred Schools evocation and transmutation

Abilities Str 8, Dex 14, Con 12, Int 15, Wis 10, Cha 13
SQ summon familiar
Feats Altertness (when Rascal is within arm's reach), Improved Initiative, Spell Focus (enchantment)
Skills Concentration +6, Knowledge (arcana) +7, Knowledge (local) +7, Knowledge (nobility and royalty) +7, Spellcraft +9
Possessions combat gear, masterwork crossbow with 20 bolts, *brooch of shielding* (35 charges), 2gp
Spellbook as above plus 0—all except evocation and transmutation, 1st—*shield, obscuring mist, identify, hypnotism, disguise self*

Rascal, weasel familiar: hp 3; *Monster Manual* 282.

Development: If the PCs don't manage to cajole or bribe the location of the Land remains out of Balabar Smenk's henchmen, you can still move the action along by staging follow-up encounters with Kullen and his brutes. They don't appreciate the questions the PCs have been asking around town, and decide to rough them up. Give the PCs a good chance to win one of these battles, which will place them in the position of getting whatever information they want from the defeated albino half-orc and his gang of reprobates.

Ad-Hoc Experience Award: If the PCs manage to learn of Filge from Kullen's without resorting to combat, award them XP as if they had defeated a CR 4 creature.

PART FIVE: THE OLD OBSERVATORY

About a century ago, Diamond Lake's crumbling observatory hosted a scientific cult devoted to studying the heavens and celestial bodies. The sect died out decades ago, and the place has since been inhabited by a series of questionable tenants who never seem to last very long. The latest is Filge, a deranged necromancer from the Free City summoned to Diamond Lake by his old associate Balabar Smenk, a local paragon of corruption described in the Backdrop: Diamond Lake article elsewhere in this issue. Two weeks ago, Filge received a package from Smenk filled with a thousand pieces of gold and hints of "unkillable" undead in the hills around Diamond Lake.

When at last Filge arrived, Smenk laid out a series of confusing events that hinted at a bizarre conspiracy hatched in secret chambers below Diamond Lake. One of Smenk's rival mine managers, a taciturn business-minded dwarf named Ragnolin Dourstone, came to Smenk with a covert offer of alliance. Dourstone explained that one of his crews had discovered an unusual chamber below his copper mine, and that a cadre of students and mystics had set up shop there at his invitation. Dourstone asked Smenk to run secret food shipments to this subterranean force, keeping the whole affair from the attention of Diamond Lake's militia garrison or the office of Governor-Mayor Lanod Neff (and hence the perceptive directors of the Free City). In exchange, the dwarf offered Smenk a fair contract and three beautiful obsidian rings, said to have been unearthed within this secret chamber—the so-called "Black Cathedral." Smenk agreed, but only if Dourstone would consent to let him visit the Cathedral himself.

What Smenk saw there terrified him, an emotion he'd thought purged since he strangled his first city watchman. An oppressive aura of despair surged from a large pool of black slime in the Cathedral's central chamber. Three circles of robed figures ringed the pool, their faces touching the cold mosaic floor. Through robes and hoods Smenk spied inhuman appendages—twitching tails and hints of oily black feathers. Their chants echoed off basalt walls like a chorus of croaking frogs and screaming children.

Worst of all, Ragnolin Dourstone acted as if nothing was amiss, politely leading Smenk on a tour through a bizarre labyrinth while outlining what sort of provisions he required and when he would expect Smenk's agents to make delivery so as to arouse the least suspicion. "All must be prepared," Dourstone said without a hint of emotion, "for the Age of Worms is upon us."

Smenk had never heard of the Age of Worms, but knew a clue when he saw one. While touring what appeared to be an arcanist's laboratory, Smenk noticed a jar containing a segmented green worm suspended in nutritive fluid. He gingerly absorbed the jar into his *glove of storing* and continued following his rival, taking in his surroundings and planning a hasty escape should things grow any stranger.

In a chamber beyond the labyrinth Smenk met the master of the Black Cathedral, a masked wizard called the Faceless One. Unintimidated by Smenk's political clout, the lisping, crooked man dictated new terms of the provisioning arrangement. "Now that you see what we are capable of," he wheezed, "you understand why secrecy must be maintained. Secrecy allows us to continue our studies and liturgies in the name of the Ebon Triad. Without secrecy, we are lost. We will kill to preserve it."

Smenk understood the subtext, and agreed to the provisioning deal without mentioning that the arrangement would drive him into penury. He escaped the mine with his life but had shackled himself to a disastrous agreement with a dangerous inhuman cult. Armed with his bottled worm and tales of undead in the hills, he sent for Filge and put up his old friend in Diamond Lake's moribund observatory.

"The Three Faces of Evil," next month's Age of Worms Adventure Path installment, focuses on the exploration of the Dourstone Mine and exposure of Balabar Smenk's illegal dealings. The events in this chapter act as a bridge to the next adventure, and should be handled with care.

Because Filge has no idea that the PCs are coming, they have him at a considerable disadvantage. When staging this encounter, draw out an exterior floorplan and carefully explain the surroundings to your players. This will encourage them to come up with a plan of attack rather than charging in through the front door, which in this case could have disastrous consequences.

Once the PCs reach the old observatory, continue with the following:

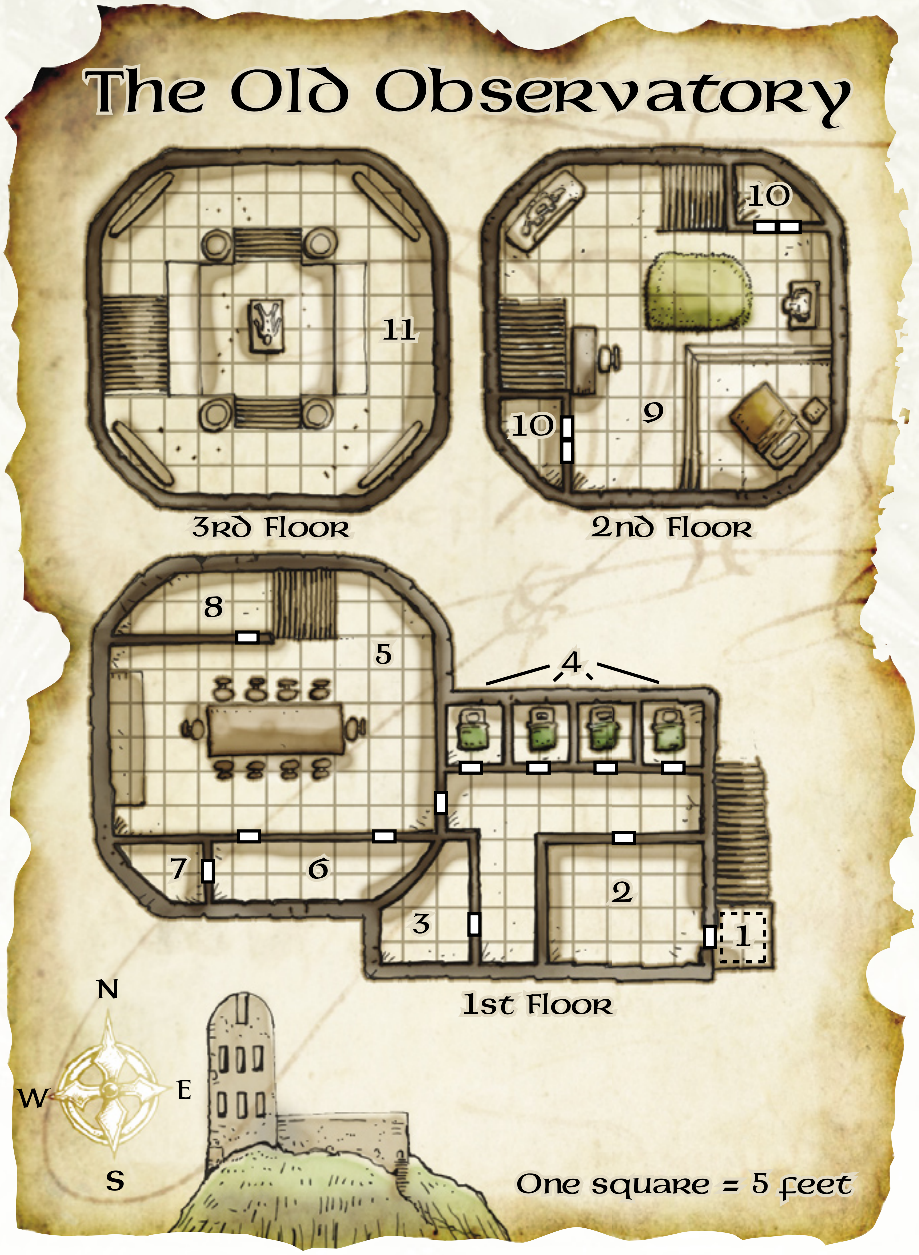
> Five minutes north of Diamond Lake, on a bluff overlooking an abandoned mine, a crumbling old observatory casts its gaze to the heavens. A wide slit bisects its domed tower, where surely a great telescope once peered into eternity. Now the place bears a dark character, like a sagging tenement broken under the weight of decades of inhabitants. A slim stairway cut into the steep hillside leads to the structure's only door, on the side of the tower's attached one-story outbuilding. Flickering light filters through the observatory's only windows, along the tower's second and third floors.

1. Landing (EL 2)

> The stairway rises to a wide landing and two huge wooden doors. Shot through with dark blue mold, the doors form an enormous round moon carved with a lunatic's jabbering face. Beneath the landing, an unremarkable wooden door appears to lead to a tool closet under the stairs.

The massive moon-face doors are held shut with a simple lock (Open Lock DC 20). If this check fails by 5 or more, the skeletons in area 2 hear the commotion and automatically gain surprise against the PCs.

The small door below the landing leads to a grubby tool closet. It too is locked with a simple lock (Open Lock DC 20). The closet is home to a tomb mote, a Tiny undead creature composed of bone shards, matted hair, bits of shattered tombstone, dirt, and rotting, mismatched teeth. Filge uses tomb motes as messengers when needed. One of these creatures is currently delivering a message to Balabar Smenk, and might be encountered in the next adventure. The other remains in the closet, and immediately attacks anyone but Filge who opens the door.



Tomb Mote **CR 2**

CE Tiny undead (*Libris Mortis* 128)

Init +7; **Senses** darkvision 60 ft.; Listen +1, Spot +1

Languages understands Common and Abyssal but does not speak

AC 18, touch 15, flat-footed 15

Hp 13 (3 HD); **DR** 2/cold iron or magic

Immune undead traits

Fort +1, **Ref** +5, **Will** +4

Spd 20 ft. (4 squares), swim 20 ft.

Melee bite +6 (1d4–1 plus disease)

Space 2-1/2 ft. **Reach** 0 ft.

Base Atk +1; **Grp** –8

Special Atk disease

Abilities Str 8, Dex 17, Con —, Int 10, Wis 12, Cha 14

SQ quickness, undead traits

Feats Improved Initiative, Weapon Finesse

Skills Hide +12, Move Silently +4

Disease (Ex): A creature struck by a tomb mote's bite attack must make a DC 13 Fortitude save or be infected with a disease known as corpse bloat (incubation period 1d3 days, damage 1d6 Str). The skin of a diseased victim turns a hue of green, bloats, and is warm to the touch. The save DC is Charisma-based.

Quickness (Su): A tomb mote is supernaturally quick. It can take an extra standard action or move action during its turn each round.

Campaign Seed: The Ebon Triad

From the fanatical peripheries of three vile churches comes a blasphemous doctrine known as the Way of the Ebon Triad, an anonymously penned collection of essays and scrolls soaked in phantasmagoric allegory and apocalyptic ecstasy. The Way outlines in vague terms a series of rituals and portentous events that culminate in the spiritual and physical adhesion of Hextor, Erythnul, and Vecna into a single supremely powerful overgod. Outlaws even within their own blasphemous religions, adherents to the Way of the Ebon Triad travel the world in search of fellow wanderers, often banding together to influence important events and edge the world closer to catastrophe.

Last year, agents of the Ebon Triad conspired with another dangerous cult to trigger a volcanic eruption that nearly consumed the city of Cauldron, in the distant southern jungles. This event was a critical moment in the Shackled City Adventure Path (published last year in *Dungeon* and this summer as a hardcover from Paizo Publishing), but to the Ebon Triad it was merely one of a handful of prophesized events presaging the advent of the Age of Worms, an era of darkness and writhing death that would provide the required backdrop for the ascension of their tripartite god.

What the Ebon Triad cultists below Diamond Lake and throughout the world do not understand is that the entire religious movement is a fraud launched at the direction of Kyuss, an ancient being who has plotted to bring about the Age of Worms for millennia. The scope of this fraud and the true goals of Kyuss will be revealed in future Age of Worms Adventure Path installments.

Use the following chart to adjudicate the results of Knowledge (religion) checks made to learn more about the Ebon Triad.

Knowledge (religion) DC	Information known
15	The Ebon Triad is an evil cult dedicated to merging the gods Hextor, Vecna, and Erythnul into a mighty overgod.
20	Adherents to the doctrine of the Ebon Triad clutch close their secrets even from worshipers of Hextor, Erythnul, and Vecna, who consider them heretics. In fact, word of the heresy has not spread far from these three churches, who keep accounts of Ebon Triad activities brutally suppressed lest the cult gain more converts.
25	Despite the internecine struggle between the Ebon Triad and the orthodox churches, clerics of Hextor, Erythnul, and Vecna in thrall to the cult continue to receive spells from their godly patrons. This fact especially galls the church of Hextor, whose rigid faith cannot square the contradiction.
30	The idea that a human cult could bind gods as powerful as Hextor, Vecna, and Erythnul is extremely doubtful, even preposterous.
35	The Ebon Triad hopes to bring about the Age of Worms as a precursor to the creation of its terrible god, and has its hands in apocalyptic conspiracies across the land. Perhaps the gods support these rebel clerics because they too wish to see the world cast in darkness?

2. Watchers in the Dark (EL 1)

Furniture fragments, smashed planks, broken glass, and other detritus cram this large antechamber. At the west end of the room, several upended tables form a crude barricade. Closed doors mark the north and west walls.

Creatures: Three of Alastor Land's relatives, now animated skeletons in thrall to the odious necromancer Filge, guard this chamber and the observatory's only exit. The skeletons hide behind a wooden table barricade in the last rank of squares along the western wall. Each wields a heavy crossbow armed with a greasy, poison-tipped bolt and kneels beside an identical loaded crossbow and a scimitar. If the PCs make a lot of noise getting through the front door, the skeletons gain a surprise round against them the moment the door is opened. They use this round to fire their in-hand crossbows at any visible PC. The upturned tables grant the skeletons cover (+4 to AC). Due to the junk littering the floor, all of the squares in the room are considered difficult terrain.

Skeletons (3): hp 6; heavy crossbow+1 ranged; 1d10/19–20 and poison (Medium centipede poison; injury DC 15; 1d4 Str/1d4 Str); *Monster Manual* 225.

Development: The skeletons are two adults and a young adult—Alastor's father Anders, his mother Bemissa, and his brother Coldaran. Bemissa and Coldaran's skeletons show slight deformities that a DC 15 Heal check identifies as signs of the Red Death, a plague that swept through Diamond Lake 19 years ago (matching the date on their gravestones).

3. Abandoned Office

Pushing open the warped wooden door to this chamber requires a DC 10 Strength check. The room beyond appears to have once been an office, but it does not look like it has been used in years.

4. Cenobitic Chambers

This simple chamber hosts a plain bed, a small open footlocker, and an unremarkable wooden dresser.

These tiny rooms once housed the monks who lived in the observatory. Each is slightly different from the next, as if the interiors have been customized by a succession of tenants. They have not been used for more than a decade.

Treasure: A DC 20 Search check in the easternmost room reveals a cleverly hidden pouch dangling behind a dresser drawer. The pouch contains 6 pp and 5 gp.

5. Feasting Hall

The revolting stench of rotting flesh roils from the open door. In the room beyond, ten chairs surround an oblong dining table situated parallel to the door. Along the north wall, a wide staircase leads to an upper floor. A wooden door below the stairs presumably leads to a slim chamber. Two doors line the south wall. A sagging antique wooden shelf dominates the west wall, looking like it might collapse at any moment.

Three tall candles on the dining table illuminate a sight of terror. With the exception of the place at the western end, each of the chairs surrounding the table holds an awkwardly seated humanoid figure. The nine bodies are in various stages of decomposition. Some sit with splendid posture, paused as if midway through a sumptuous feast. Others slump treacherously close to the floor.

Heaping plates of apparently fresh food sit before each of the diners, but the empty place setting features a clean plate and set of utensils. Several bottles of red wine rest upon the table, and each of the corpses sits before a half-finished glass. A fly passes nearby, its there-not-there buzz breaking the eerie silence.

Creatures: Characters who make a successful DC 10 Spot check notice slight movements in some of the corpses at the table, suggesting they may be animated. All nine of the guests are zombies, but the creatures make no attempt to waylay the party. In fact, they do not interact with the PCs in any way unless a PC sits in the empty chair at the head of the table. When this happens, all of the zombies spring to life and begin acting out a formal dinner party. The undead diners lack the precision necessary to slice their food, and merely go through the motions of eating. The whole thing has the atmosphere of a grotesque pantomime.

Seconds after the feast begins, a zombie turns to look directly at the seated PC, and comments (via a *magic mouth*): "Once again, milord has provided a delicious meal," it says in an accent tinged with the airs of nobility. "It is an honor to dine in your august presence."

Thereafter, other diners chime in with sycophantic comments of their own. "The Guild of Wizardry was wrong to turn you out," a male elf corpse remarks. "You ought to show them like you showed me." The tattered remains of what must once have been a young woman speak up next. "I shouldn't have ever doubted you, Filge," it says earnestly. "I always loved you when we were together. Now I will love you forever." Conversation continues along these lines until the seated PC stands up, at which point the production comes to a close and the zombies "reset" to their beginning positions. Each time a character sits at the head of the table, the script begins again.

Zombies (9): hp 6.

Treasure: The rotting shelves along the west wall hold a set of silver dining utensils worth 200 gp.

Ad-Hoc Experience Award: Since these zombies do not fight back, award no experience points for their defeat.

6. Kitchen

The kitchen contains an enormous wheel of cheese, a moldy loaf of bread, and several strips of stringy cured meat—salted swine hearts imported from the neighboring town of Steaming Springs. Filge's shoddy cutlery might fetch 10 gp in town.

7. Pantry

A small closet off the kitchen's west wall holds a handful of spices and dry food favored by Filge. His diet portrays a lack of depth or creativity, and most of the shelves here are empty.

8. Storage Closet

This simple storage closet holds four extra chairs and eight copper candle stands worth 5 gp each.

9. Bedchamber

The stairs lead to a massive bedchamber that fills an entire floor of the observatory tower. Light filtering in from the tall windows ringing the chamber catches motes of dust in the calm air. A fine bed with plump red linen sheets squats upon a dais along the southeast cradle of the tower's arc. A nightstand next to the bed holds a wax-choked candlestick and a black book bound with brown and red leather.

At the midpoint of the eastern wall a strange form stands rigid atop a short wooden stool, as tall as a halfling and clothed in a fine black suit and tophat. Clean cloth bandages wrap every inch of the sentry's skin. A pair of ash-tinted spectacles rests upon a long skinny nose. The diminutive dandy holds a silver platter as if presenting a meal, and upon the tray rests the freshly preserved severed head of a middle-aged human woman. A platinum piece sits upon her outstretched, purple tongue.

A messy desk rests against the opposite wall, piled high with loose papers. An apparatus holding four long tubes filled with colored liquid peeks out from the clutter. Doors on the north and west walls appear to lead to small closets.

Wide stairs lead above and below. A massive white stone statue of a thin human man with outstretched angelic wings and a beatific look upon his idealized face looms large in the northwest arc of the tower wall. The angel holds a sword in one hand and cradles a harp with the other. The presentation conjures thoughts of mausoleum peaks or the graves of important men. Tall letters etched upon the statue's base spell out a single word: "Filge."

The ceiling in this chamber is 15 feet high rather than the standard 10 feet common in the rest of the observatory.

On the rare occasions when he is not experimenting in his upstairs laboratory, Filge can be found brooding here upon some half-finished project or laboring over notes and calculations at his desk. He tends to work upstairs until about midnight, at which point he winds down with another two hours of reading and meditation here in his bedroom.

The roof of the observatory's attached outbuilding provides walk-up access to the windows looking in on this room. Medium and smaller characters can slide through the windows with ease. Larger characters or creatures wearing bulky armor must take a full minute to squeeze through. Note that it's possible to catch Filge sleeping. In these cases, the wizard's owl familiar keeps watch from a perch on the candlestick on the nightstand next to the bed. The bird makes Spot checks at a +14 bonus, and screeches wildly if it sees an intruder. See area **9** for suggestions regarding Filge's tactics and statistics. He keeps his syringes on the nightstand while sleeping, so he's never far from a weapon.

The halfing "statue" is really a mummified goblin dressed in a fine suit and hat that doubles as a noble's outfit for Small characters. The corpse is long dead, but has been chemically preserved to prevent decomposition. This process also preserves the female human head on the silver platter. Touching the head in any way triggers a *magic mouth* that screams "INTRUDER! INTRUDER! INTRUDER!" This instantly alerts Filge to the presence of interlopers in his bedchamber.

The angelic figure is an idealized representation of Filge himself.

Treasure: Filge's spellbook rests upon the nightstand next to the bed. It contains the following spells: 0—*detect magic, disguise self, disrupt undead, ray of frost, read magic, touch of fatigue*; 1st—*cause fear, chill touch, identify, mage armor, magic missile, ray of enfeeblement*; 2nd—*command undead, magic mouth, scare, spectral hand, touch of idiocy*.

The silver tray held by the mummified sentry is worth 50 gp. The blackened glass spectacles upon the goblin's nose effectively block glare from bright lights (including the sun) and grant a +2 circumstance bonus on Will saves to resist *daze* or similar effects. The right customer might pay 75 gp for the pair. A large rug of golden brown fur is worth 200 gp, but must be carried carefully to ensure that its coat does not become soiled. A DC 15 Knowledge (arcana) check identifies the pelt as that of an adult lammasu.

Most of the papers on Filge's desk concern surgical procedures meant to enhance the potency of undead, while others contain only the meandering scribbles of a mind descending into madness. Buried in with the junk is a scroll of *animate dead* and a beaker holder containing four 6-inch-long tubes filled with different-colored liquids. Two of the six slots are empty. The glass tubes are sealed at the top with a rubber sheath, and look like they are meant to be slotted into some other device. Each contains a soupy liquid substance consisting of reanimated cells. Filge has been experimenting with injecting these liquids into himself. They are effectively a *potion of gentle repose* (milky blue), *potion of false life* (deep red), *potion of ghoul touch* (sallow yellow), and *potion of chill touch* (white with black streaks). Every so often, something within the beakers seems to move slightly, but it might just be a trick of the eye. A handwritten label on the beaker holder says "Necroturgons."

Also on the desk is the original summons Balabar Smenk sent Filge to encourage him to come to Diamond Lake (see handout).

10. Closet

These closets contain Filge's wardrobe, which consists of six sets of nearly identical sleeveless long coats worn over a shirt and breeches. If the PCs take several minutes to completely ransack the closets, they rummage 13 gp worth of coins from various pockets and pouches.

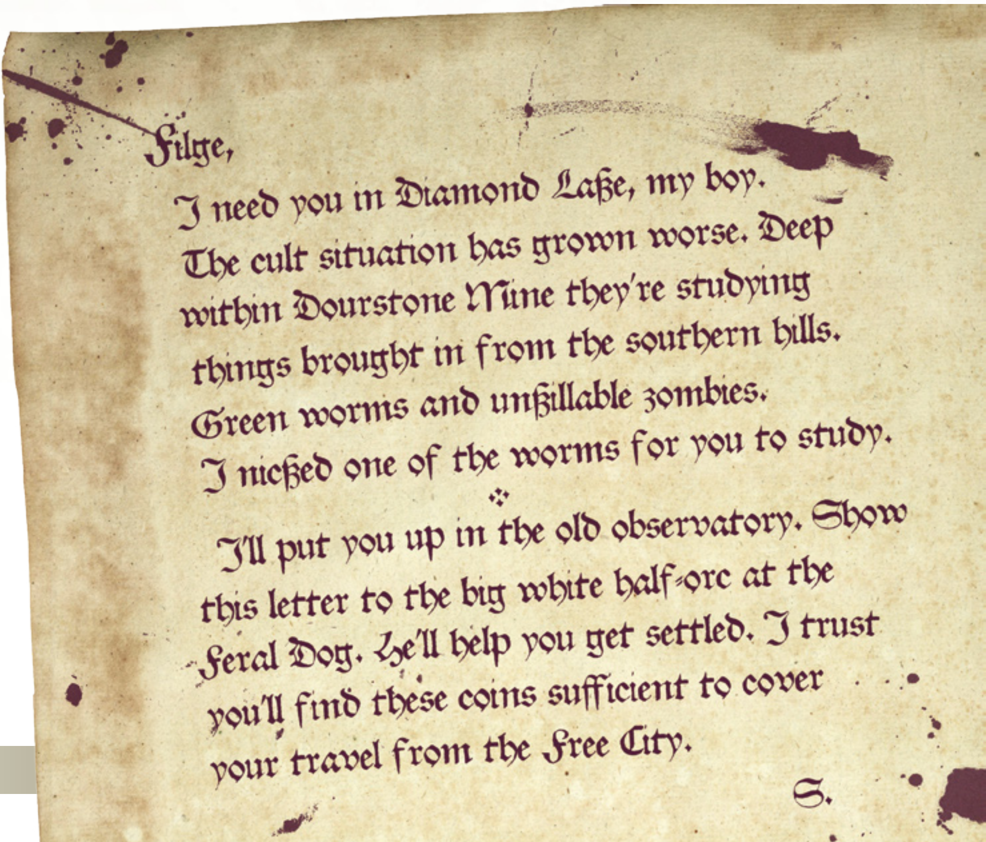
11. Operating Theater (EL 5)

A single chamber dominates the observatory's entire upper floor. Light filters through the wide slit in the roof, bathing the center of the room in illumination. Four large mirrors set along the outside wall reflect bright beams into the direct center of the room, a recessed operating theater accessible via two short sets of stairs. The beams specifically target a blue-skinned humanoid figure splayed out upon an operating table, its chest completely opened and pinned back against the table with long metal needles. Two long shelves cluttered with piles of papers, rotting organs, and instruments comprise the east and west extent of the operating theater, and are only a few inches lower than the chamber's outer floor.

Four metal-and-glass tanks, each easily large enough to hold a human, flank the short stairs leading to the operating theater. Each tank is full of yellow liquid streaked with rust. Indistinct, vaguely human silhouettes bob silently in the soupy fluid.

The gigantic telescope that gave the observatory its purpose was looted from the structure decades ago, leaving only a 5-ft. recessed floor at the center of the chamber where the great device once rested. Filge has repurposed this area as his operating theater, packing it with the tools of his macabre trade as well as some of his favorite success stories. The corpse currently laid out on the operating table is an experiment that Filge hopes one day soon to animate as a powerful zombie. Right now it's just a dead human whose skin has been dyed blue with an artificial additive of Filge's own design.

Creatures: Assuming the PCs employ stealth, they may access this room without Filge's knowledge, catching him unawares as he conducts magical-medical experiments on the corpse upon his operating table. As he stitches and saws, the sallow-skinned necromancer sings a dreadful melody in the hoarse, hacking voice of an addict. He moves to attack at the first sight of intruders, pulling up short only if con-



Filge,

I need you in Diamond Lake, my boy.
The cult situation has grown worse. Deep
within Dourstone Mine they're studying
things brought in from the southern hills.
Green worms and unkillable zombies.
I nicked one of the worms for you to study.

⁘

I'll put you up in the old observatory. Show
this letter to the big white half-orc at the
Feral Dog. He'll help you get settled. I trust
you'll find these coins sufficient to cover
your travel from the Free City.

S.

fronted by a truly impressive display (such as the head of Kullen or all of the zombies from area **9** in thrall to a PC). Even then, Filge negotiates only if a PC makes a successful Intimidate check.

A 5-foot-tall human skeleton follows Filge everywhere he goes, acting as a mobile bookstand and dogsbody. This is poor Gertia Land, youngest of Alastor Land's siblings. A DC 15 Heal check identifies subtle deformities to her skull that are the hallmarks of the Red Death plague that swept Diamond Lake 19 years ago. The skeleton wears a rusty old scimitar in a belt scabbard and will use it at Filge's command.

The four tanks surrounding the recessed floor contain Filge's proudest accomplishments, hulking undead monstrosities created with *animate dead* scrolls and preserved for later use in a soupy yellow liquid streaked with ribbons of rust. Three of the tanks contain troglodyte zombies, while the southeast tank contains a brutish bald bugbear zombie. At Filge's command, these creatures burst forth from their tanks, wielding pipes wrenched from their glass and metal prisons as greatclubs.

FILGE, DERANGED NECROMANCER CR 3

Male human wizard (necromancer) 3
NE medium humanoid
Init +2; **Senses** Listen +1, Spot +1; +3 on Spot checks made in shadows
Languages Common, Elven, Infernal

AC 13, touch 12, flat-footed 11
hp 15 (3 HD)
Fort +2, **Ref** +3, **Will** +4

Spd 30 ft. (6 squares)
Atk dagger +0 melee (1d4)
Base Atk +1; Grp +0
Combat Gear syringe of *potion of false life*, syringe of *potion of cure moderate wounds*, *potion of cure light wounds*
Wizard Spells Prepared (CL 3rd; +3 ranged touch):
2nd—ghoul touch (DC 14), scare (DC 14), spectral hand
1st—chill touch (DC 13) (2), mage armor, ray of enfeeblement
0—disrupt undead, touch of fatigue (DC 12) (2), ray of frost
Barred Schools Abjuration and transmutation

Abilities Str 8, Dex 14, Con 13, Int 15, Wis 12, Cha 10
SQ summon familiar (Merrowahn)
Feats Brew Potion, Combat Casting, Scribe Scrollt^{B}, Toughness
Skills Concentration +7, Decipher Script +4, Knowledge (arcana) +8, Knowledge (religion) +8, Profession (mortician) +5, Spellcraft +10
Possessions combat gear, dagger, *amulet of natural armor +1* (bird skull on a leather thong), master key that opens all the locks in the observatory

Syringe: As a standard action, Filge can inject himself with a soupy magical solution similar to a potion. Each of his two syringes holds a single charge of this special liquid in a removable glass tube. Once emptied, the glass tubes (and the remaining four tubes on the desk in area **9**) can be filled with any potion. While Filge uses the syringes to inject himself, they also make excellent delivery vehicles for poisons or potions administered to an unwilling recipient.

Merrowahn, owl familiar: hp 6; *Monster Manual* 277.

Troglodyte zombie (3): hp 29; *Monster Manual* 266.

Bugbear zombie: hp 42; *Monster Manual* 267.

Skeleton (Gertia Land): hp 6; *Monster Manual* 226.

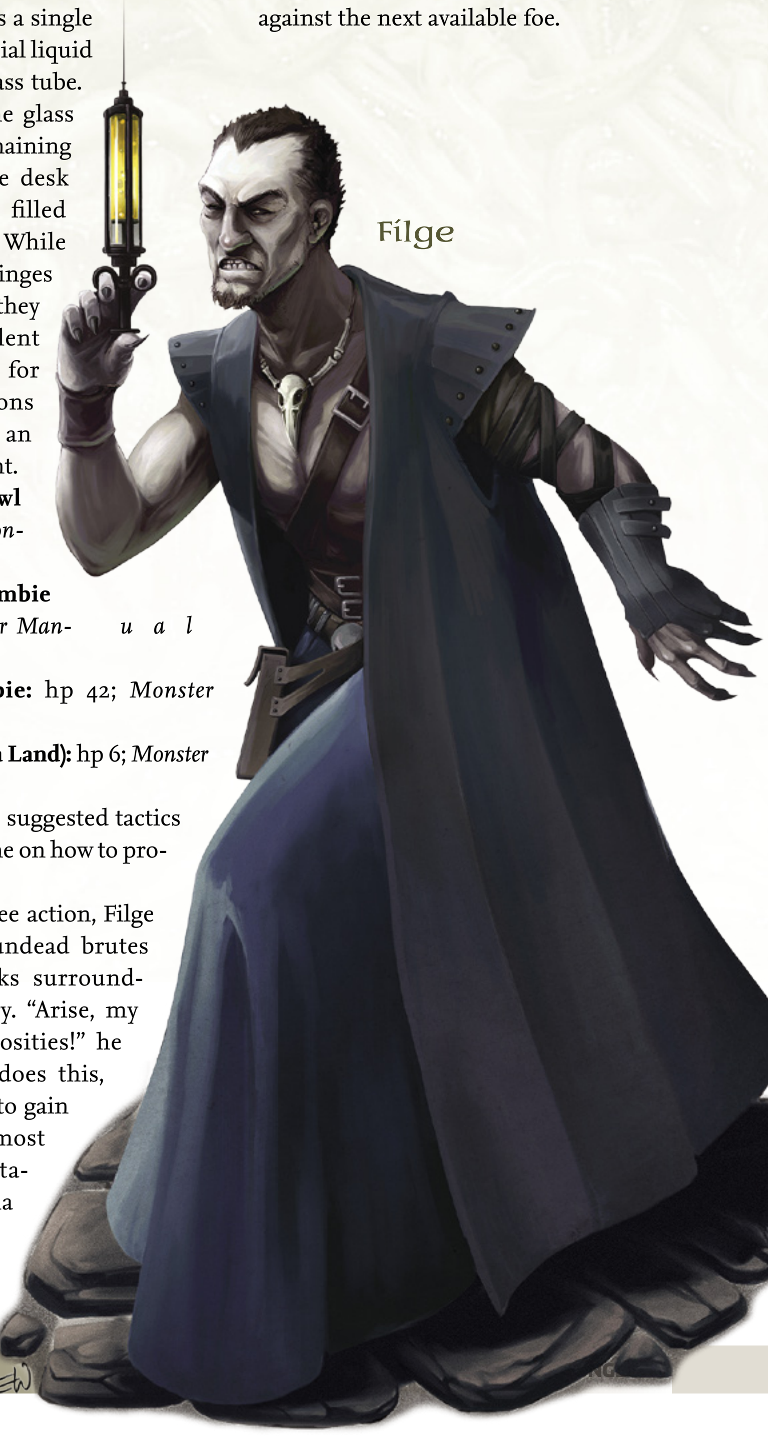
Tactics: Use the suggested tactics below as a guideline on how to proceed with combat.

Round 1: As a free action, Filge gestures to the undead brutes in the fluid tanks surrounding his laboratory. "Arise, my beautiful monstrosities!" he calls out. As he does this, he double moves to gain cover from the most tactically advantageous tank. Gertia Land's skeleton positions itself between the PCs and the necromancer, scimitar drawn. She never moves more than 15 feet from the necromancer.

Round 2: Filge casts *mage armor* upon himself, raising his AC to 17. If he had any reason to suspect foul play prior to the arrival of the PCs, he has already cast this spell. He instead injects a *potion of false life* into himself to gain 1d10+3 temporary hit points.

The four zombies crash out of their tanks and move to form a wall between the PCs and Filge. If possible, they attack.

The skeleton attacks if possible or stands its ground and readies an attack against the next available foe.



Filge

Round 3: If it seems safe and he has not already done so, Filge injects himself with the *potion of false life.* Otherwise, he casts *spectral hand* (losing 1d4 hit points in the process) and taunts the PCs, declaring that they have made an enemy for life by violating his sanctuary. The undead attack available foes.

Round 4: Filge casts *ghoul touch* and uses his *spectral hand* to deliver a touch attack charged with the spell. Filge has a +2 melee attack bonus with the *spectral hand*, and can attack anyone within 130 feet. He first targets what he assumes to be wizards or sorcerers, moving on to bards or rogues if necessary. Otherwise, he targets characters in bulky armor, figuring that they will be easier to hit with a touch attack. If he misses the attack, he holds the charge and tries again the next round.

The monstrosities continue to attack. The skeleton continues to defend, attacking if presented with an adjacent foe.

Following Rounds: The undead continue to engage in melee with the PCs. Filge casts *chill touch* twice, delivered via the *spectral hand.* If an enemy gets too close, he casts *scare.* He reserves his *ray of enfeeblement* for any melee-oriented PC who seems to be doing well against the monstrosities.

Filge surrenders only when all of his undead creations have been destroyed or turned against him. He remains a pragmatist even in defeat; when he knows there is no way out, he blithely offers to "sell out Smenk completely" in exchange for his freedom. He lets the PCs keep whatever they want, so long as they let him go. If his attitude can be adjusted to friendly or better, he tells the PCs everything he knows about Balabar Smenk's operation in Diamond Lake, the Dourstone Mine, and the Ebon Triad. See Development below.

Treasure: Filge's fine silver operating instruments are worth 500 gp as a set. A 20 gp emerald is lodged in the throat of the corpse on the operating table. On one of the shelves flanking the operating table rests a glass tube about a foot long and half as wide. A slim green worm bobs in the murky chemical solution within the jar. A DC 15 Knowledge (religion) check identifies the segmented worm as part of an undead creature called a spawn of Kyuss. The sample is worth 10 gp to a sage or taxidermist. Flashing it around in Diamond Lake is a good way to attract the attention of the Ebon Triad.

The most important treasure in the room may be the bones of Gertia Land, which the PCs must return to the grave at the Land farmstead to appease the ghost of Alastor Land in area **23** of the Whispering Cairn.

Development: Presuming the PCs defeat Filge without killing him, they can learn a lot from the humiliated wizard. He doesn't volunteer information, but once cowed he responds thoroughly to direct questions, hoping that his honesty encourages the PCs to spare his miserable life. The following topic break-down will help you relate Filge's information to the PCs during a roleplaying encounter.

Why Are You Here? "Me mate Balabar called me up from the Free City for a bit of study about some weirdness in town. He got himself brought down to a hidden part of the Dourstone Mines a month ago, to set up some provisioning deal with the dwarf what runs the place. But the mine was crawling with awful beasts in hooded robes. He said their wild cries made his stomach heave. The cultists—they called themselves the Ebon Triad—said something about the Age of Worms, about strange undead in the southern hills and the swamp. Smenk knew he had to prepare a defense, so he called in his undead expert. Me."

Why Did You Steal the Land Skeletons? "The who? I needed helpers, so I got Smenk's white half-orc to fetch the raw materials. I have no idea where he got them. Are you telling me you came here because of the skeletons? Curse that pink-eyed fiend!"

The Age of Worms: "The Age of Worms is the Waiting Age, an era of catastrophe that lurks in the shadows of every tomorrow. Scholars obsessed with apocalyptic visions claim that its advent signals an interminable period of suffering in which the cosmic scales shift disastrously toward evil and light fades from the land."

Balabar Smenk: "He and I were mates 20 years ago, in the Free City. I laugh now to think of how far he's come in so little time. How respectful people around here are toward him. Ha! If they only knew!"

The Dourstone Mine: "I think it's along the road east of here, but this hell-hole is your town, not mine. You tell me where it is. If you're going, best be careful. Smenk said the place scared him, which I wouldn't have thought possible before I heard him say it myself."

The Ebon Triad: "Smenk says the cult follows Hextor, Erythnul, and Vecna, the Lich-Lord of old. If true, the place must be crawling with delicious secrets. I'd love to accompany you if you intend to go."

The Green Worm: "Balabar nicked that jar from a laboratory in the Dourstone Mine. It's very rare. Dead now, of course, but once it and hundreds of worms like it must have wriggled within the abscesses and orifices of a powerful undead creature called a spawn of Kyuss. These are probably the 'unkillable' zombies the cultists mentioned to Smenk. If true, it could be a real problem. Those worms can get inside you and turn you undead in about a day."

Kyuss: "No one knows much. He appeared more than a thousand years ago in the Rift Canyon to the north. In a short time, he created dozens of new undead breeds and amassed a legion of creatures bound to his will. They say an undead dragon stood at his side as the general of this force. Now, only the green worms remain of his legacy. That and his title: Harbinger of the Age of Worms."

If the PCs release Filge he flees to the Free City, and may return to harry the PCs when they visit that metropolis later in the campaign. He's serious about his offer to help the PCs raid the Dourstone Mines. If they foolishly agree they learn to regret the mistake when the necromancer betrays them at a key moment. Consult next issue's "The Three Faces of Evil" for more details on the mine and the Ebon Triad.

With the Land family skeletons carefully interred in their graves, the PCs can finally return to the ghost of Alastor Land in area **23** of the Whispering Cairn.

Concluding the Adventure

The Whispering Cairn may be defeated, but the PCs still have plenty of unanswered questions. If things have gone according to plan, the party has reason to investigate the Dourstone Mine, which puts them directly on the trail of the next adventure in the Age of Worms Adventure Path. But don't rush your players to the next installment. They've just bested their first dungeon, and deserve an opportunity to spend their hard-earned cash and enjoy a celebration with their boon companions.

There's More: Download full-size handouts, maps, Eberron and Forgotten Realms conversion appendices, and tips for scaling this adventure to higher levels at paizo.com/dungeon.

APPENDIX 1: NEW MONSTER

Wind Warrior

Medium Elemental (Air, Extraplanar)
Hit Dice: 6d8+12 (39 hp)
Initiative: +5
Speed: 30 ft. (6 squares), fly 80 ft. (good)
AC: 19 (+5 Dex, +4 natural), touch 15, flat-footed 14
Base Attack/Grapple: +4/+7
Attack: Longsword +8 melee (1d8+3/19–20)
Full Attack: 2 longswords +8 melee (1d8+3/19–20)
Space/Reach: 5 ft./5 ft.
Special Attacks: Sonic blast
Special Qualities: Body suffusion, darkvision 60 ft., elemental traits, superior two-weapon fighting
Saves: Fort +4, Ref +12, Will +2
Abilities: Str 16, Dex 20, Con 14, Int 8, Wis 11, Cha 11
Skills: Balance +7, Jump +4, Tumble +14
Feats: Dodge, Lightning Reflexes, Weapon Focus (longsword)
Environment: Any
Organization: Solitary or troupe (2–5)
Challenge Rating: 4
Treasure: None
Alignment: Always neutral
Advancement: 7–18 HD (Medium)
Level Adjustment: —

An ancient suit of ceramic armor stands gracefully at attention, twin longswords gripped in its hands. Closer inspection reveals that the armor is empty, held together by hundreds of tiny uplifting gusts of vapor and wind.

Wind warriors served the Wind Dukes of Aaqa as shocktroopers in the ancient war against the Queen of Chaos. Suits of ceramic ceremonial plate armor and swords were infused with minor air spirits to create these graceful soldiers. The few who survive today are guardians for Wind Duke holdings and tombs such as the Whispering Cairn. When slain, a wind warrior's armor and weapons age thousands of years in an instant, and crumble to dust.

Wind warriors understand Auran, but cannot speak.

Combat

A wind warrior begins combat with a sonic blast before engaging in melee.

Sonic Blast (Su): As a standard action, a wind warrior can clang its longswords together to produce a discordant sonic blast in a 20-foot line. This effect deals 2d6 sonic damage to all within the area (Reflex DC 15 half). The save DC is Constitution-based.

Body Suffusion (Ex): A wind warrior's spirit keeps its body together. If disarmed, its weapon crumbles to dust. At any time thereafter, the wind warrior may generate a replacement weapon as a standard action.

Superior Two-Weapon Fighting (Ex): A wind warrior's essence suffuses its entire body, granting it supreme control over its movements. Wind warriors do not take a penalty on attack or damage rolls for attacking with two weapons.

Erik Mona is the Editor-in-Chief of Dungeon. *He thanks Skip Williams, Douglas Niles, Carl Sargent, and Steve Miller, whose work in one way or another inspired this adventure.*

"The Whispering Cairn" and the Age of Worms Adventure Path is dedicated to E. Gary Gygax and Robert J. Kuntz. May the world never forget the adventures of Lord Robilar and the vexing danger of Castle Greyhawk.

Scaling the Adventure

"The Whispering Cairn" is designed for a group of four 1st-level characters, but with a little work it can be adapted for use by 2nd–3rd-level characters. Simply adjust all NPC character levels up as appropriate by a number equal to that which the average party level of your group deviates from 1. Don't forget to modify the amount of treasure found in the adventure appropriately. Specific changes to the adventure include:

2nd–3rd-level parties: Add a second acid beetle swarm to area **7**. Add a third lurking strangler to area **10**. Replace the Small earth elemental in area **13** with a Medium earth elemental. Add a second giant bombardier beetle to area **16**. Replace the Small water elemental in area **19** with a Medium water elemental, and add a second ghoul to area **21**. When the PCs trigger the Trap in area **23**, have it fire 1d4 lead spheres at each PC on the beam. Have the owlbear in the Land Farmstead at full health when the PCs encounter it. Add a second tomb mote to Observatory area **1**, and add a second bugbear zombie to area **11**.

AGE OF WORMS CONVERSION APPENDICES

EBERRON (by Keith Baker)

Eberron is a world shaped by prophecy. Dragons and demons fought a terrible war at the dawn of history, and the mightiest of the fiends were bound in the underworld of Khyber. But bonds can always be broken. For tens of thousands of years, the dragon sages of Argonnessen have studied star, stone, and sea, seeking insights into the living prophecy that shapes the destiny of Eberron. Those who know the secrets of the Draconic Prophecy have heard of the Age of Worms: a time of terror, a reign of death, when dragon and human alike will be corrupted and enslaved by the ancient evils. The seers of Argonnessen know that this darkness will one day overtake Eberron; they believe that it is inevitable. The only question is when. Over the course of this Adventure Path, a sinister force will set the wheels of the age in motion: it will fall to the heroes to serve as the agents of destiny, to find a way to stop the Age of Worms.

The Wind Dukes

"The Whispering Cairn" introduces the idea of the Wind Dukes of Aaqa and the armies of Chaos, two ancient powers that fought at the dawn of time. In EBERRON, the Queen of Chaos and Miska the Wolf-Spider were two of the mightiest children of Khyber. In the first age of Eberron, these beings and others of their ilk commanded vast armies of rakshasa and other fiends. When the couatl and the dragons rose up to fight the fiends that covered the land, they sought allies in all corners of the world, and ultimately even the outer planes. On Lamannia, the couatl emissary found a nation of mighty genies, and many were sympathetic to Eberron's plight. These were the Wind Dukes. Deadly warriors and powerful wizards, these elemental lords fought alongside the greatest of the dragons, and wind and fire scattered the armies of Khyber. Even today, the names of the Wind Dukes are still spoken in whispers in the ruined halls of Ashtakala.

But as powerful and valiant as the allies were, it was a battle that could not be won. The mightiest children of Khyber could not be destroyed: their spirits would simply reform. The couatl retired into Sarlona, seeking to find a way to bind the demon lords. Meanwhile, the dragons and the Wind Dukes took a different approach—creating a weapon that could banish a fiend's essence from the Eberron itself. The Wandering Dukes traveled across Eberron and all of the known planes in search of power. And ultimately, they created the *Rod of Law*, forged in dragonfire and cooled in purest elemental air. Unfortunately, it was only used once before it was lost—but Miska the Wolf-Spider has never been seen again.

It is believed that all of the Wind Dukes were destroyed in the war against the rakshasa, but their tombs and relics still remain.

The Seeker Lodge

The Seekers can be incorporated into EBERRON as is, as a new secret society. However, they could be an unscrupulous arm of Morgrave University, or an agency aligned with members of the Aurum who possess a particular love for antiquities. Alternatively, the organization could be replaced with the Wayfinder Foundation—although Wayfinders are less likely to resort to subterfuge than Ulavant or Khellek.

Filge

In Encounter **5**, a male elf corpse tells Filge "the Guild of Wizardry was wrong to turn you out." This should be changed to "the Esoteric Order." The Esoteric Order of Aureon is described on page 147 of the *Sharn: City of Towers* sourcebook. Filge's necromantic experiments violated the principles of the Esoteric Order, but as a rational arcane sage, Filge had no interest in joining the Order of the Emerald Claw, one of the usual bastions for necromancers. Humiliated, he made his way from Sharn to Diamond Lake, and he has been lurking in the shadows of the great towers ever since.

Diamond Lake

Diamond Lake is located in the Kingdom of Breland. Find the town of Moonwatch at the western edge of the Hilt, and follow the trade road to the northeast. When the road reaches the Dagger River, you will find yourself at Diamond Lake, high above the waters of the Dagger. On a clear day you can see the towers of Sharn—which serves in place of the Free City—to the southeast. Three times each week barges stop at the lower docks of the town, picking up shipments of ore to be processed in the foundries of the City of Towers. The small lake that gives the town its name is located up at the top of the cliffs, and some old salts claim that there are tunnels at the bottom of Diamond Lake that lead all the way down to the Dagger itself.

The mines of Diamond Lake run down into the cliffs along the Dagger's edge. The majority of the tombs and cairns in the hills around the town are tied to three cultures: the ancient goblins of the Dhakaani Empire, Malleon the Reaver and the other humans who first settled the region during the migration from Sarlona, and the strange, alien architecture of the daelkyr—the remnants of the war that shattered goblin civilization in ages past. And then there are a few older tombs, which legends claim date back to the Age of Demons itself. For centuries these structures have drawn scholar and adventurer alike, both hoping to uncover new ruins from the fallen civilizations—and to find treasures overlooked by those who have gone before.

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Aside from the Dagger River to the east, few physical changes are required to use Diamond Lake in EBERRON. Specific NPCs will be dealt with in the conversion notes for the adventures in which they appear. However, there are a few changes that will help to draw Diamond Lake more fully into EBERRON, as outlined below.

Tidwoad's

The dragonmarked House Kundarak dominates the banking trade. As a result, the banker Tidwoad is actually **Tidwoad d'Kundarak** (LE male dwarf expert 5), who uses his dragonmark gift of *arcane lock* to help secure his many vaults. Tidwoad's bank also holds a House Sivis *speaking stone*, allowing residents to send and receive messages for a fee. A number of Sivis gnomes reside in the shop to operate the stone and assist Tidwoad with bookkeeping. The senior Sivis representative is **Lylana Lyrriman d'Sivis** (N female gnome bard 1/expert 3), a garrulous woman who will keep customers talking for as long as possible.

Healing

The largest dragonmarked outpost in Diamond Lake is the Jorasco House of Healing, maintained by **Taskar d'Jorasco** (N male halfling adept 4/dragonmark heir 3). Taskar has a number of adepts and mundane healers in his employ, and he caters to travelers, injured miners, and adventurers who take unwise risks in the ruins. Healing spells and potions should be obtained at the refuge, as temple priests rarely sell their services.

Religion

The Chapel of Heironeous is instead dedicated to the sovereign Dol Arrah, the goddess of honor and battle, and the wall fresco displays Dol Arrah in battle with the dark god known as the Mockery.

The Church of St. Cuthbert becomes a temple of the Silver Flame. The followers of the Flame have always striven to fight both spiritual and physical evils, and the zealous Jierian Wierus exhorts his congregation to battle the evil that lurks within all mortal flesh through their frequent acts of flagellation.

The Diamond Lake Boneyard is protected and maintained by the Restful Watch, a small and obscure cult that worships both the sovereign lord Aureon and the deity known as the Keeper. Followers of the Restful Watch believe that the keeper snatches worthy souls to protect them from Dolurrh, and that some day, when the time is right, he will return these souls and the dead will rise again.

The Ebon Triad reveres the Shadow, the Mockery, and the Keeper—though they have a very different view of the Keeper than the Restful Watch. This cult will be explored in greater detail in the second installment of the adventure path.

Getting the Players Involved

Consider the following options for characters belonging to Eberron's unique races:

Changelings: There are a few changelings in Diamond Lake. Most have ties to the Midnight Salute; Purple Prose may actually be a changeling herself.

Kalashtar: A kalashtar seer has had precognitive visions of a terrible disaster, but she cannot narrow the focus to determine its exact nature. A kalashtar may have been sent to the town to watch for any signs of this rising evil.

Shifters: There should be a number of shifters at the Bronzewood Lodge, but shifter rangers and scouts could also be attached to the garrison; the question is whether the character is a child of the wilds, or a member of Brelish society.

Warforged: The warforged are tireless workers with no need for food, and as such they would be welcome in the mines. However, established miners might see a new wave of warforged as a threat to job security. A former warforged soldier might continue to serve at the garrison. Or perhaps a warforged adventurer has become fascinated with the ruins: as a member of a race with no history, he is intrigued by the remnants of fallen nations.

The FORGOTTEN REALMS
(by Eric L. Boyd)

The Age of Worms Adventure Path can be incorporated into the FORGOTTEN REALMS with a minimum of work for the Dungeon Master. Each installment of the adventure path will be accompanied by a sidebar detailing suggested adaptations to the adventure. Note that in lieu of repeatedly saying "In the Realms, XXX is known as YYY," these sidebars use the convention "XXX (YYY)."

Future FORGOTTEN REALMS products will not treat the events in the Age of Worms Adventure Path as "canon," but the unfolding of events suggested in these sidebars will not diverge unduly from the "core Realms" unless the characters fail or the Dungeon Master wishes them to. Each FORGOTTEN REALMS conversion appendix may refer to various FORGOTTEN REALMS products, including, but not limited to, *City of Splendors: Waterdeep*, *Faiths & Pantheons*, *Lost Empires of Faerûn*, *Serpent Kingdoms*, and *Underdark*, but only the *FORGOTTEN REALMS Campaign Setting* should be strictly necessary to adapt the campaign to the FORGOTTEN REALMS.

Characters in the Realms begin their careers in the town of Daggerford (Diamond Lake) along the banks of the River Delimibiyr exploring the Forlorn Hills (Cairn Hills) and the Lizard Marsh (Mistmarsh) before moving to Waterdeep (Free City), Longsaddle (Magepoint), the Chultan Peninsula (Amedio Jungle), the Western Heartlands (Alhaster and Redhand), and Skull Gorge (Rift Canyon and Wormcrawl Fissure). For those DMs who used the Shackled City Adventure Path in the Realms, note that these sidebars assume that the city of Cauldron sits in a caldera on the Chultan Peninusla, on the northern slopes of the Sanrach Mountains, just east of the Jungles of Chult.

Diamond Lake

The Adventure Path begins in late spring of the Year of Lightning Storms (1374 DR) in the town of Daggerford (Diamond Lake), which lies along the northern bank of the River Delimibyr (Diamond Lake) where the Trade Way crosses the river. Aside from a brief mention in the *FORGOTTEN REALMS Campaign Setting*, further details about Daggerford may be found in the second edition products *N5: Under Illefarn*, *Volo's Guide to the Sword Coast*, and *The North*. The last is available as a free PDF download on the Wizards of the Coast website, *http://www.wizards.com/dnd*, and contains a map of the town.

Daggerford differs from Diamond Lake in that it is walled, it lies on the banks of a river ford, not a lake, and, until recently it was a much nicer place than Diamond Lake and ruled by a hereditary duke. The most important difference is that the mining industry does not dominate Daggerford to

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the extent that it does in Diamond Lake, so that the conflicts among the mine owners are but one of many threads of conflict within the town of Daggerford. The DM can either use the map of Diamond Lake with Realms-version place names or the Daggerford map found at the above-mentioned URL.

The most prominent deities in Daggerford include Chauntea (Beory), Lathander (replaces St. Cuthbert, although dogmatically Helm is a better substitute), Tempus (Kord), Tymora (Norebo), and Tyr (Heironeous). Local sects include the Bronzewood Lodge of Silvanus (Obad-hai), the Cult of Ascended Lovers (Cult of the Green Lady, a local sect that venerates Kelemvor and a dark aspect of Mystra in lieu of Wee Jas), and the Twilight Monastery is managed by monks of the Old Order. The Ebon Triad is a sinister cult venerating three gods slain during the Time of Troubles (1358 DR): Bane (Hextor), Bhaal (Erythnul), and Myrkul (Vecna). The Realms-version of the Ebon Triad seeks to bring about the rebirth of the Dead Three. Unlike in the standard Adventure Path, where cultists of the Ebon Triad are dangerous, deluded fools, the Realms-version of the cult is actually onto something, acting as key players in a centuries-old divine plot initiated during the Age of Netheril by Jergal, Lord of the End of Everything.

Nearly two years ago, unknown assassins poisoned the Duke of Daggerford, Pwyll "Greatshout" Daggerford, his sister, Lady Bronwyn, and his bastard brother, Lord Llewellyn Longhand, leaving the duchy without an heir. (Luzane Parrin's late husband died in the same incident.) The perpetrator(s) were never caught. Soon thereafter, the Town Council met and elected Lanod Ondabar (Neff) of Irieabor, the little-known brother of the well-respected **Delfen "Yellowknife" Ondabar** (Allustan, but CN, short, and increasingly stout), as governor-mayor. Rumors suggest that the Town Council settled on Lanod Ondabar as a compromise candidate and lesser evil in lieu of Balabar Smenk.

As governor-meneral, Lanod quickly appointed his old adventuring companion, Cubbin, as sheriff and began selling political favors from the former duke's castle to the highest bidder. In less than 24 months, the once-proud town of Daggerford has become synonymous with vice and exploitation, to the frustration of Sherlen Spearslayer (female variant of Captain Tolliver Trask). Long-established businesses have been sold, their owners forced out by "new investors" allied with Lanod and Cubbin.

In conscious imitation of the Lords of Waterdeep, the identities of the 23-member Town Council of Daggerford are nominally secret except to each other, but "everyone" knows the roster includes the town's guildmasters and most prominent clerics. The current Council roster includes **Baergon Bluesword** (CG male half-moon elf Ftr7/Clr7 [Tempus]), **Bando the Lame** (CG male lightfoot halfling Clr9 [Tymora]), **Derval Ironeater** (Dulok Blitzhame), guildmaster of the blacksmiths, **Korbus Brightjewel** (CN male rock gnome Ill7), guildmaster of jewelers and whitesmiths, **Liam Sunmist** (Jierian Wierus, LG male Tethyrian human Clr10 [Lathander]), **Maerovyna** (LG female Tethyrian human Clr9 [Chauntea]), **Nartan the Merchant** (LE male shield dwarf War9), guildmaster of merchants, and **Balabar Smenk**, guildmaster of the mine owners. Other guilds include the animal handlers, carpenters, farmers, heralds and runners, leatherworkers, moneylenders, physicians, pleaders, rivermen, scribes, spellcasters, tailors, tanners, taverners, and watermen.

Locations of note in Daggerford include the community stables (Lakeside Stables), the Barracks (Garrison), Black Stone Inn (the Midnight Salute), Delfen's Tower (Allustan's Residence), the Ducal Castle (Neff Manor), the Happy Cow (the Feral Dog), Zalamandra's Emporium (formerly River Shining Tavern), Daggerford Inn (Jalek's Flophouse), Farrel's Fine Jewelry and Apparel (Tidwoad's), and the Merchants' Guild (General Store). NPCs of note include Bitris Ironaxe (Bitris Ruthek), Demetira Landscraper (female shield dwarf variant of Jalek), Derwin Ironeater (Ragnolin Dourstone, brother of Derval), Filarion Filvendorson (Ellival Moonmeadow), Gauth Ironaxe (Gauth Grobadore), Kaulbach (female variant of Velias Childramun), Ransaran (Tyrol Ebberly),

The region surrounding Daggerford is best described in the web enhancement for *City of Splendors*: *Waterdeep*, found on the Wizard's of the Coast website. Waterdeep, City of Splendors (the Free City), lies 120 miles by highway through plains terrain to the west-northwest. Baron Criam's hold (Blackwall Keep) lies 15 miles west by river (downstream) or by trackless plains, on the edge of the Lizard Marsh. Julkoun (Blackstone) and Secomber (Elmshire) lay 90 and 165 miles east, respectively, by river (upstream) or by road/trail through hills. Bronzewood Lodge lies across the river and 90 miles to the east by trackless plains, near the northern edge of the Misty Forest. Daggerford's iron and silver mines lie 5 to 20 miles to the east of town by mountain trail, on the same side of the river, in the small range of mountains that rise up at the southern end of the Forlorn Hills (Cairn Hills). (This range is small enough that it does not show up on the general map of the Realms found in the *Forgotten Realms Campaign Setting* but does appear in the map accompanying the *City of Splendors*: *Waterdeep* web enhancement. The southern end of the Forlorn Hills lies east of Daggerford along the northern bank of the River Delimibyr, south of the Forlorn Hills and the trail that connects Secomber with the Trade Way.) Mount Illefarn (Greysmere) is the most prominent of the mountains and perhaps the only one to merit the name, while Grossetgrottel lies within a lesser known peak to the west.

Finally, note that half-orcs are the legacy of numerous invasions from the Spine of the World (the Pomarj), while human barbarians are likely descendants of the Uthgardt tribes that wander the north or the clans that live on the High Moor to the south and east.

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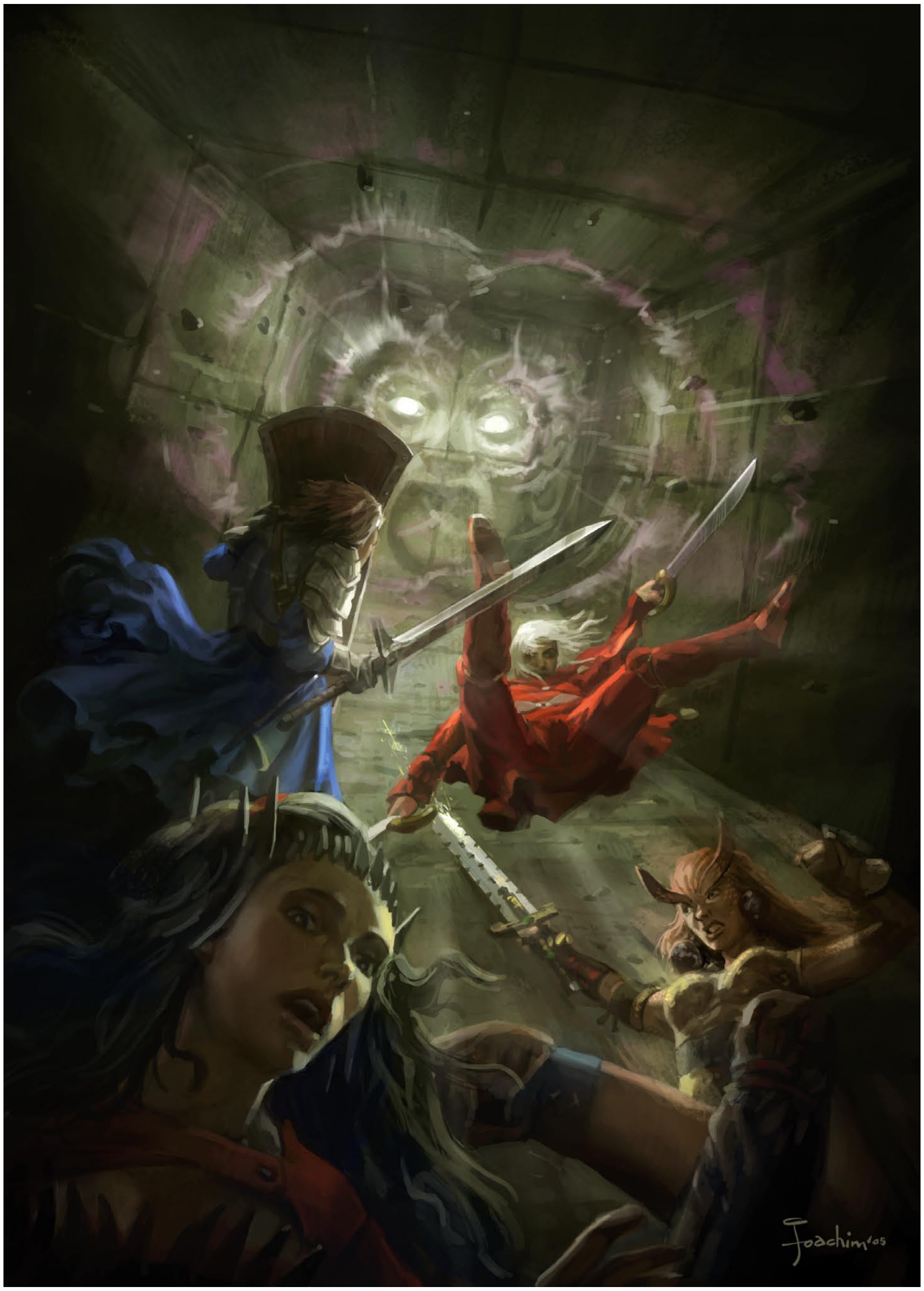
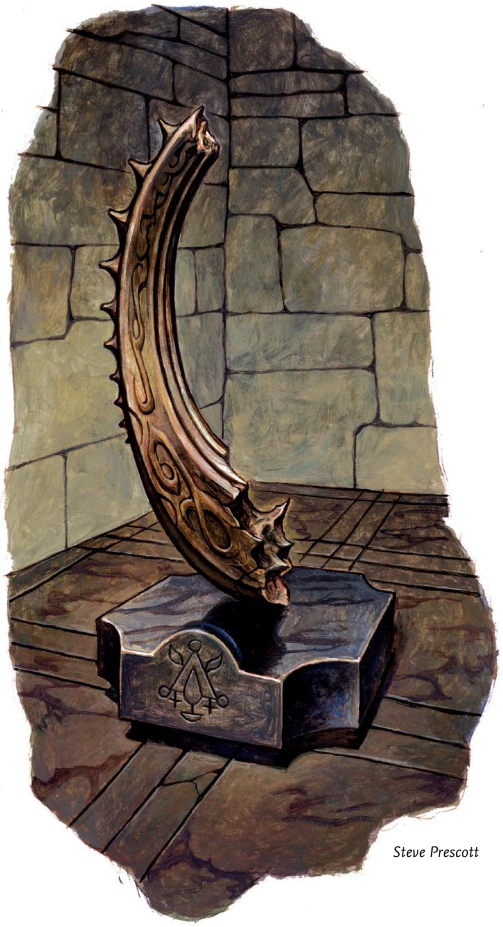
Joachim Barrum



THE WHISPERING CAIRN

By Erik Mona

A handful of would-be adventurers gathers to explore an ancient tomb, eager to trade their discoveries for a ticket to a better life. What they find within presages the advent of the Age of Worms, and era of darkness, decay, and writhing doom. An Age of Worms Adventure Path adventure for 1st-level characters.



Steve Prescott

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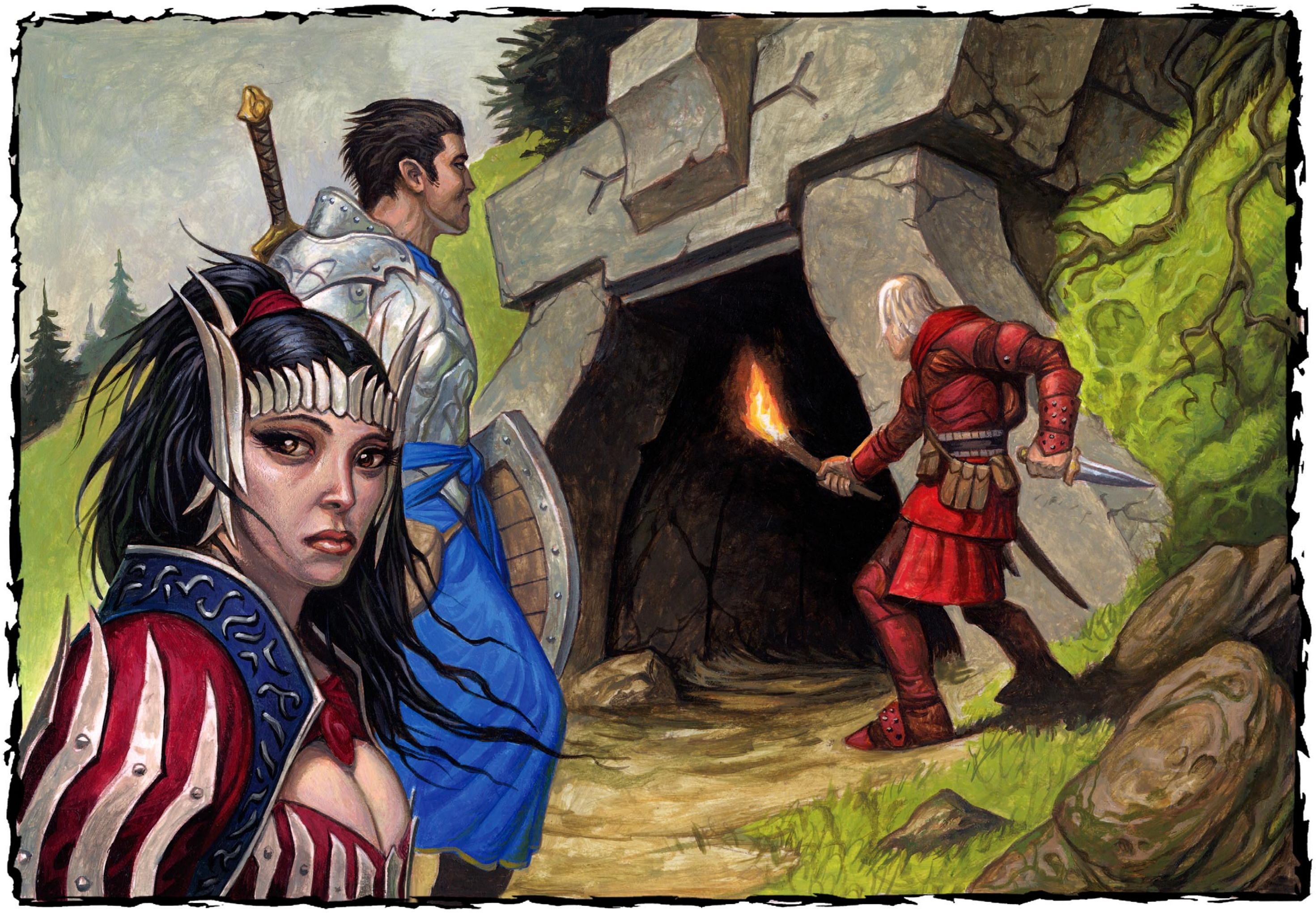

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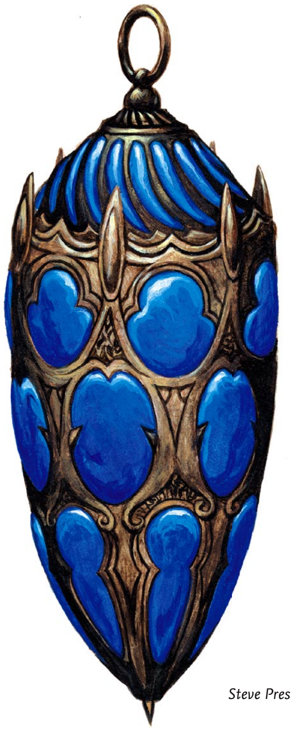
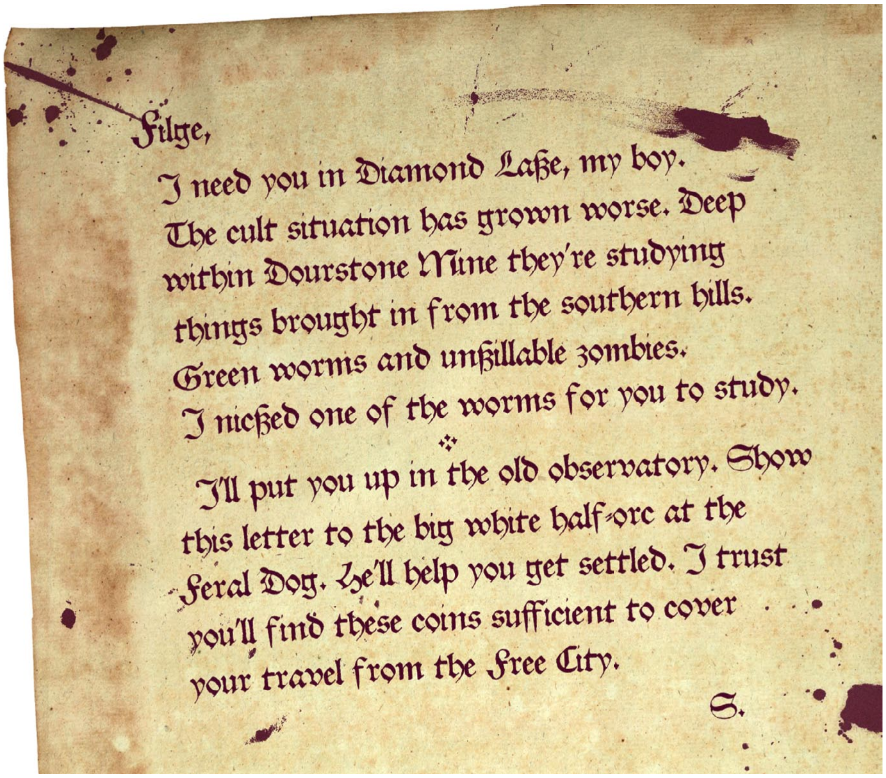


Steve Prescott



Filge,

I need you in Diamond Lake, my boy.
The cult situation has grown worse. Deep
within Dourstone Mine they're studying
things brought in from the southern hills.
Green worms and unkillable zombies.
I nicked one of the worms for you to study.

I'll put you up in the old observatory. Show
this letter to the big white half-orc at the
Feral Dog. He'll help you get settled. I trust
you'll find these coins sufficient to cover
your travel from the Free City.

S.

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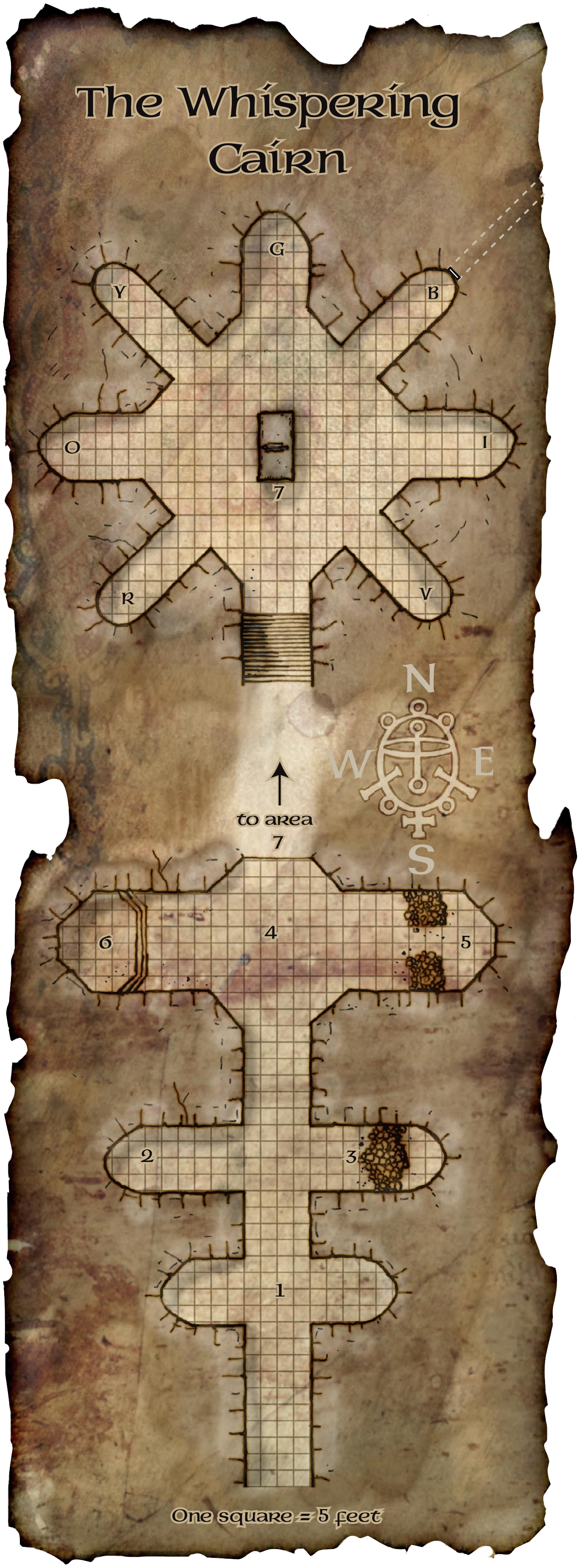
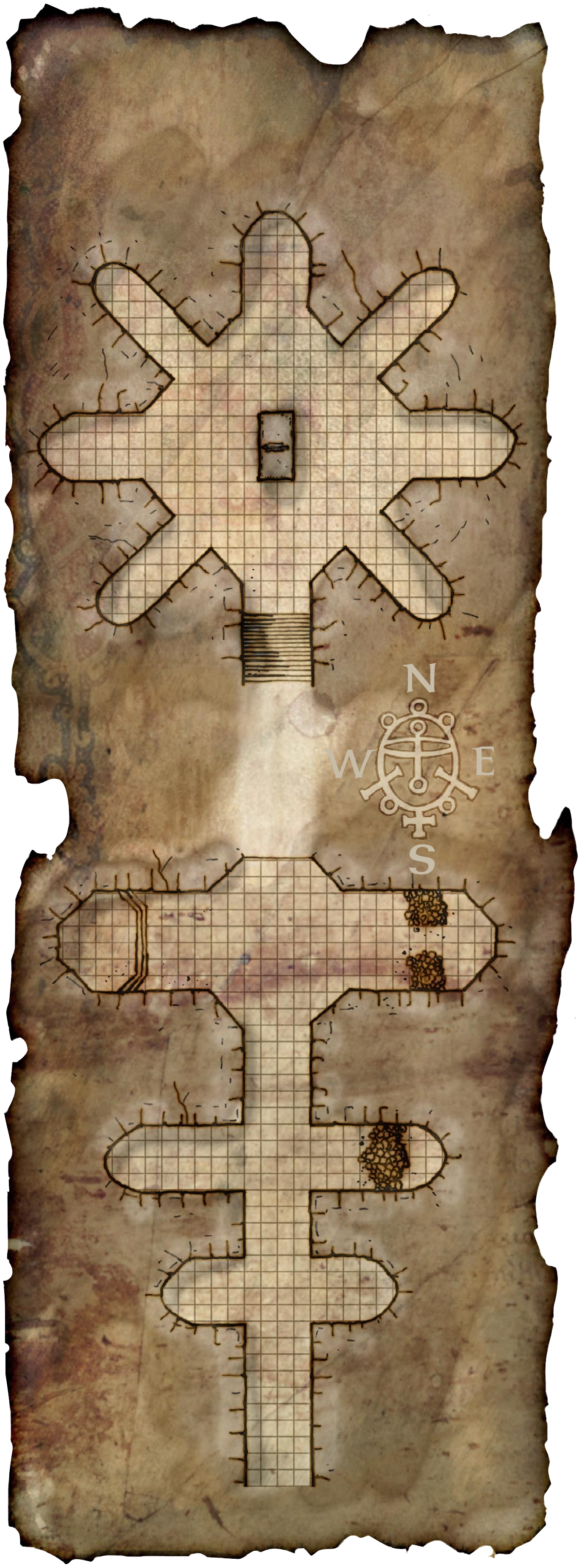

The Whispering Cairn
G
Y
B
O
I
7
R
V
N
W
E
S
to area
7
6
4
5
2
3
1
One square = 5 feet

Robert Lazzaretti



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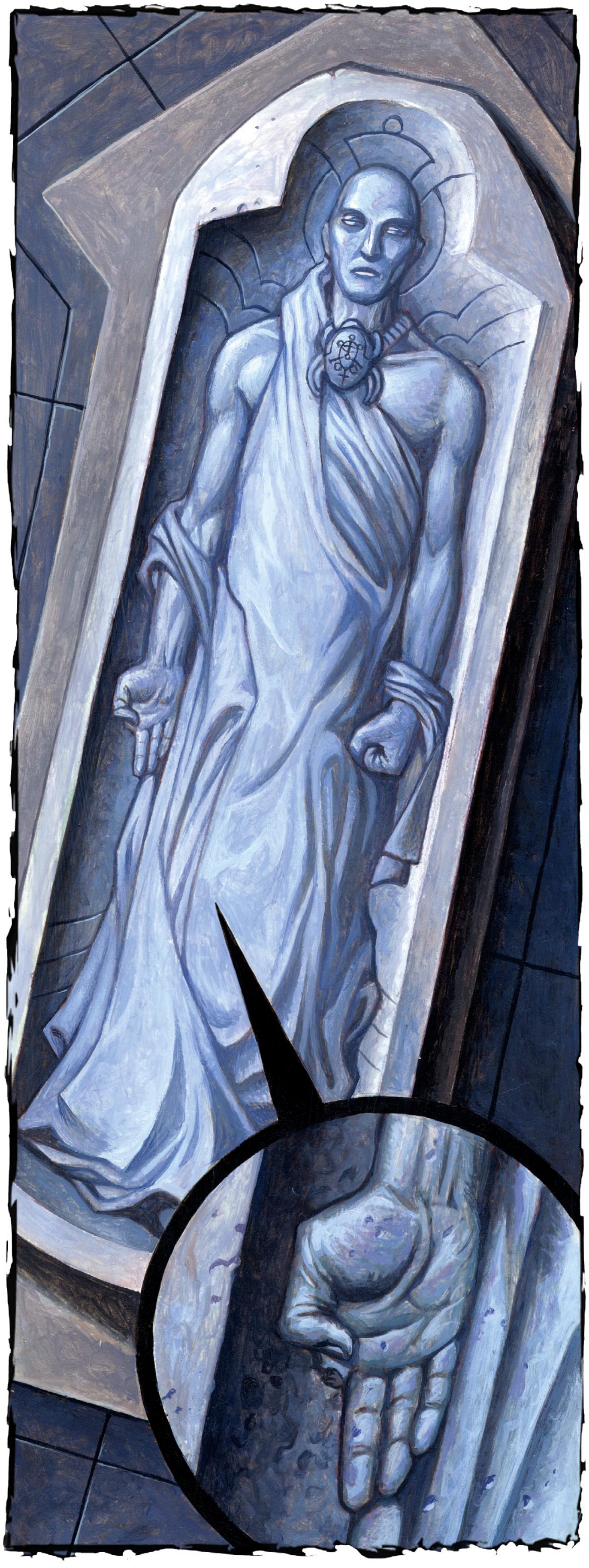

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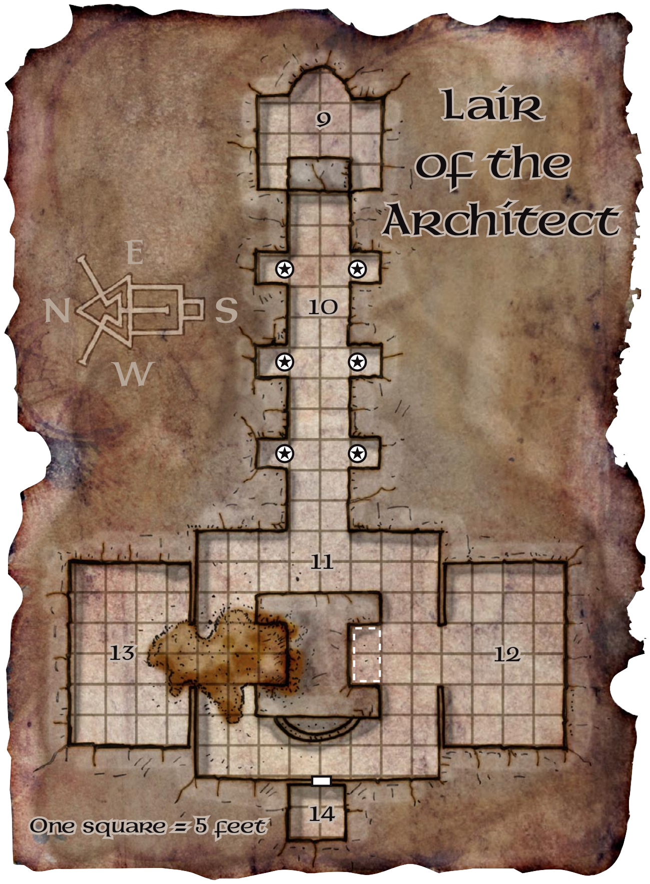
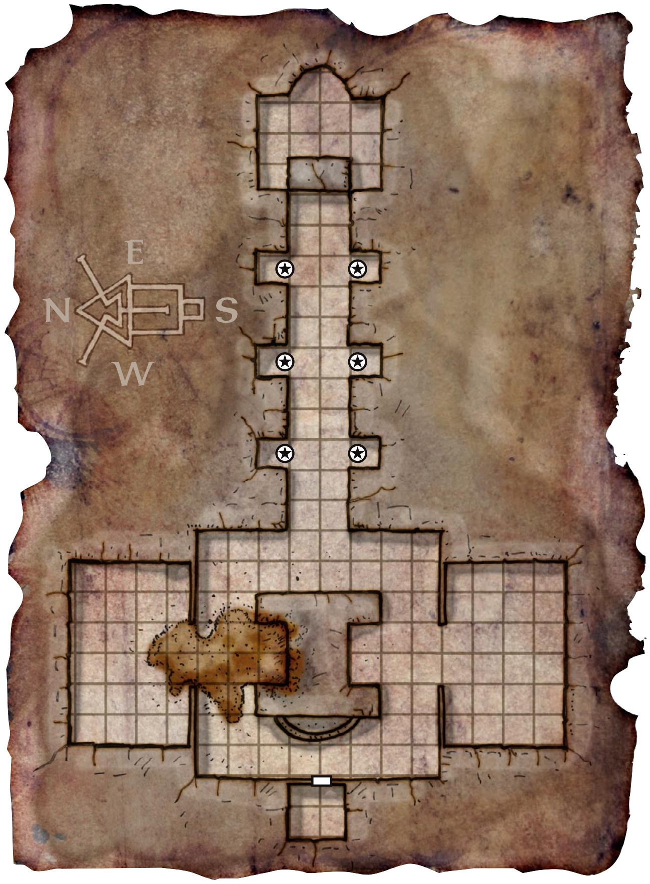

Lair of the Architect
E
N
S
W
9
10
11
12
13
14
One square = 5 feet

Robert Lazzaretti



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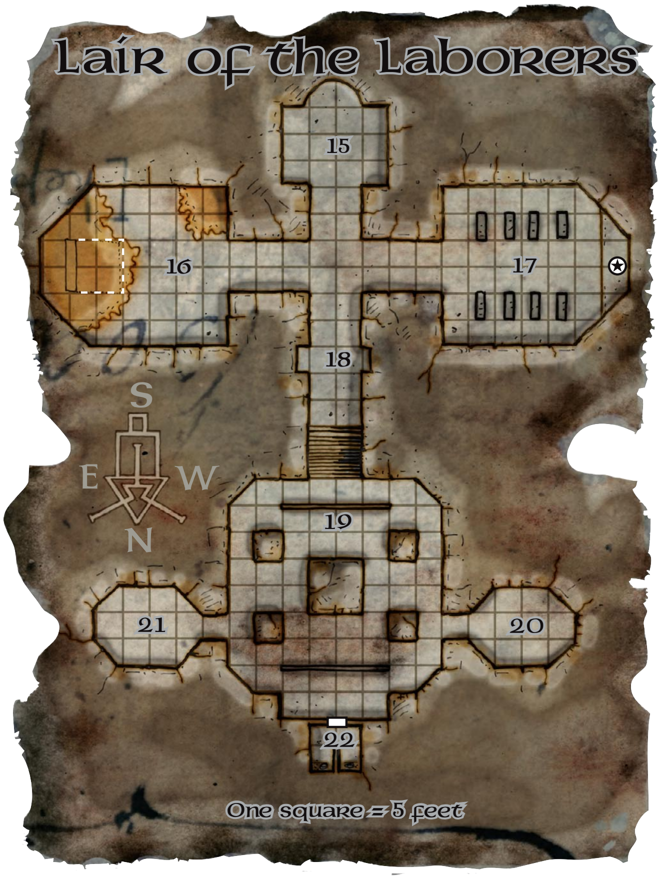
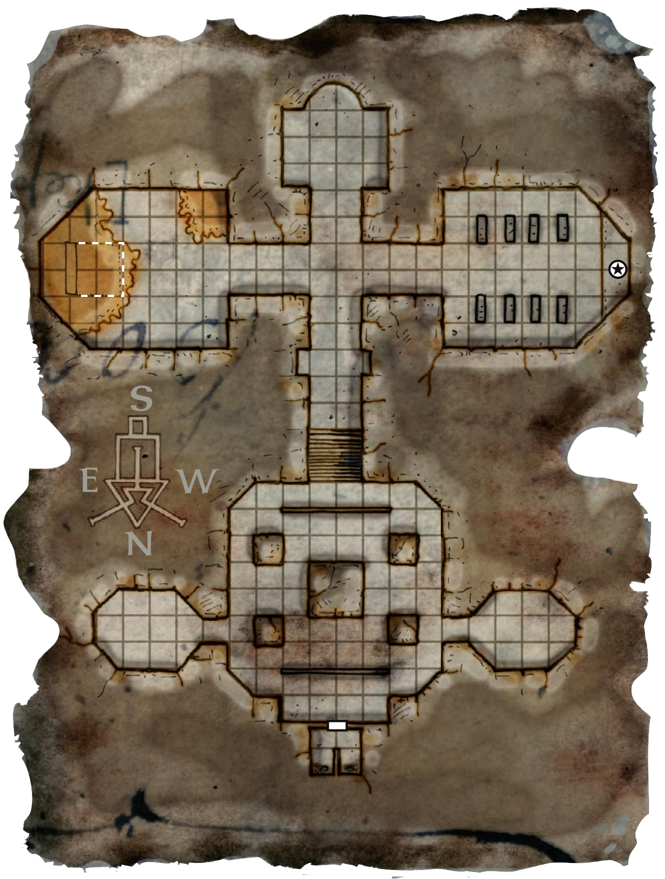

Lair of the Laborers
15
16
17
18
19
21
20
22
S
E
W
N
One square = 5 feet

Robert Lazzaretti



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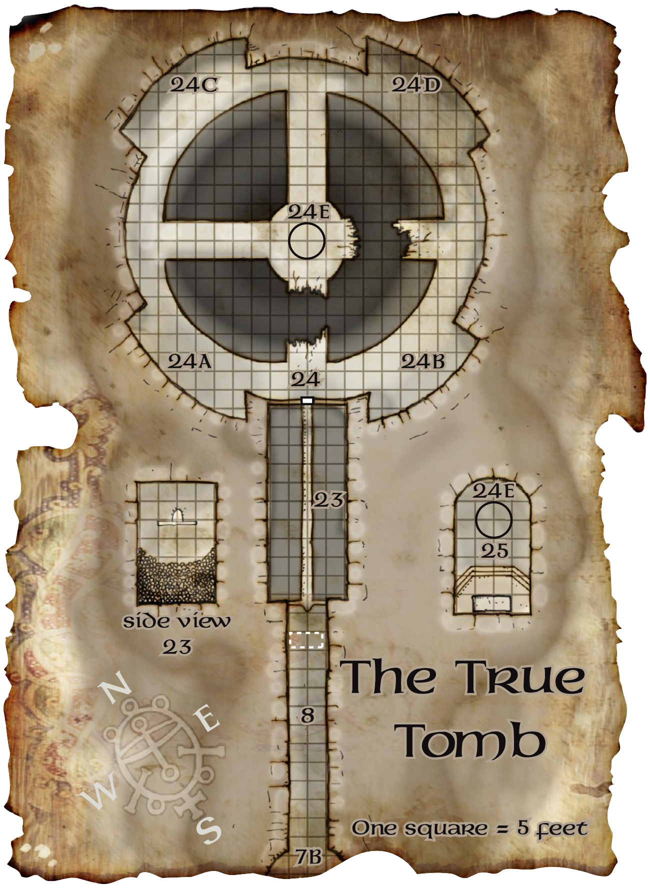
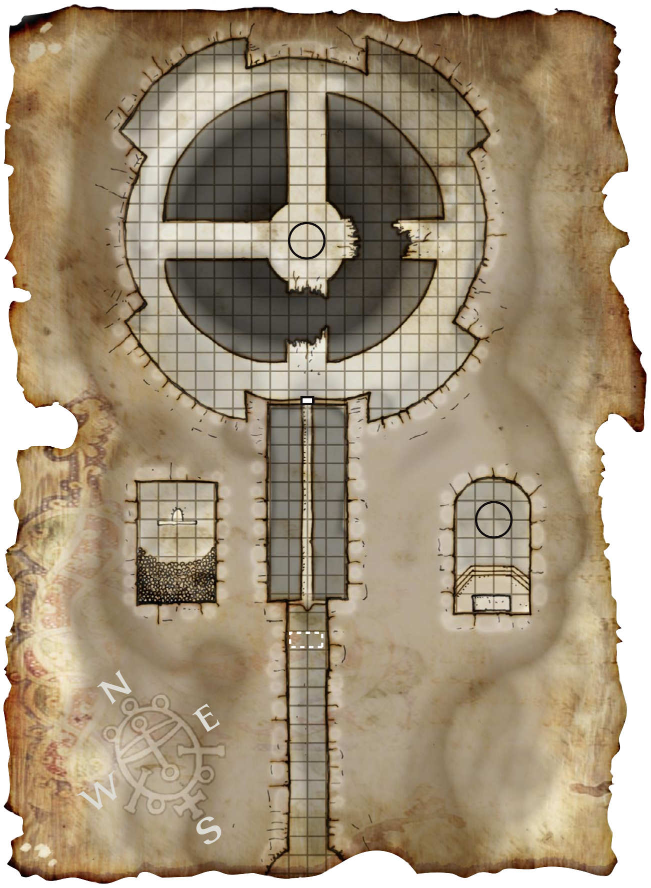

24C
24D
24E
24A
24B
24
23
24E
25
side view
23
8
7B
The True Tomb
One square = 5 feet
N
E
W
S

Robert Lazzaretti



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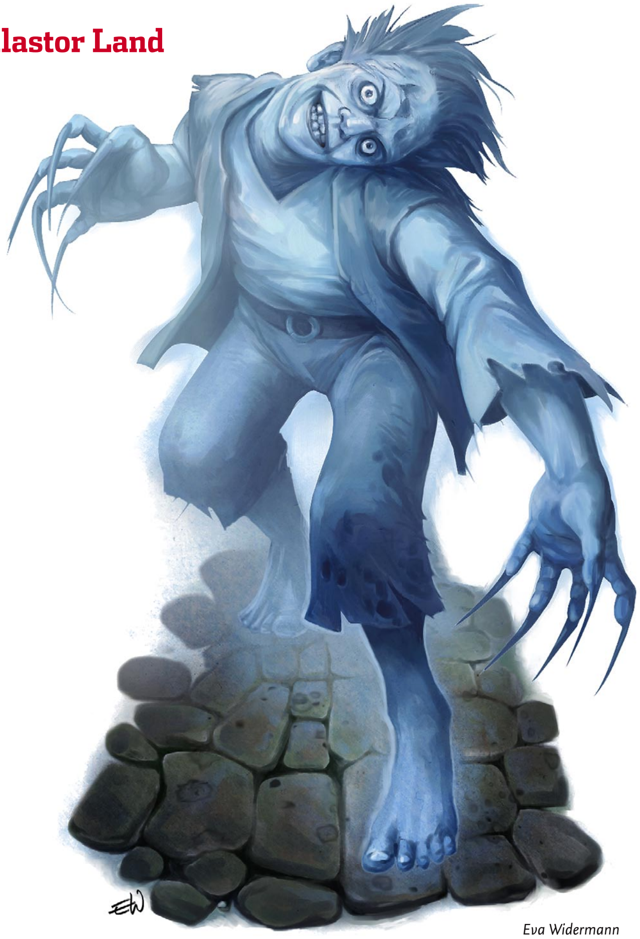
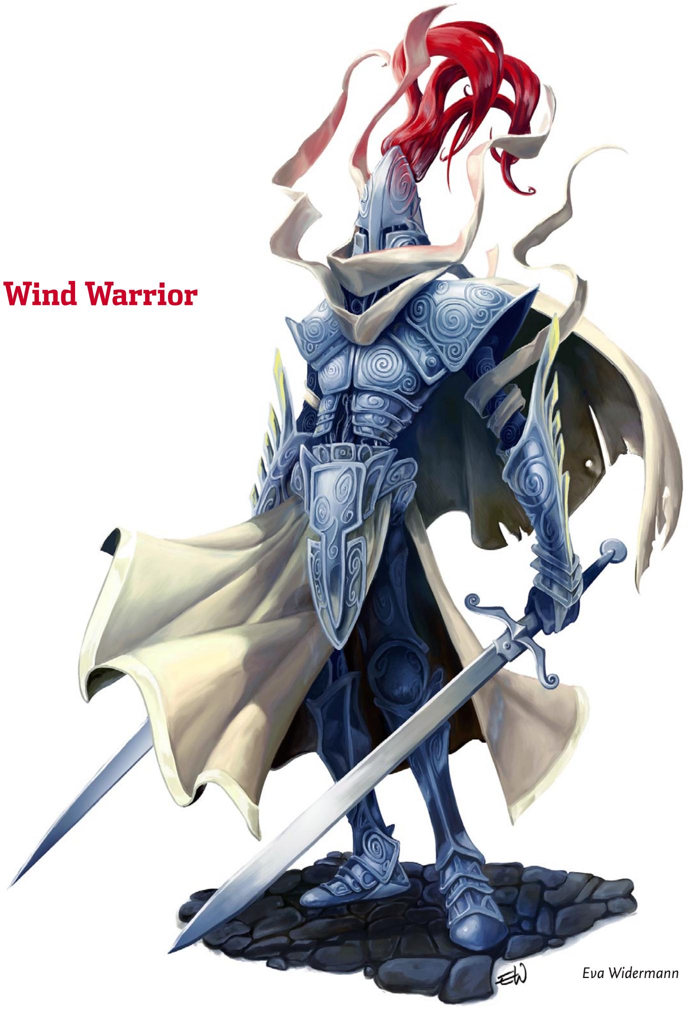
Alastor Land

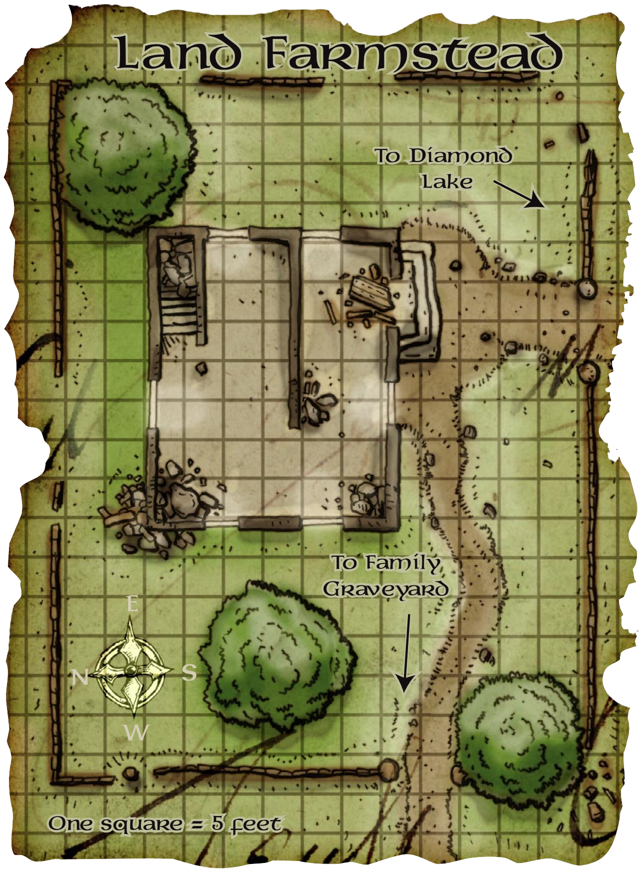


Eva Widermann

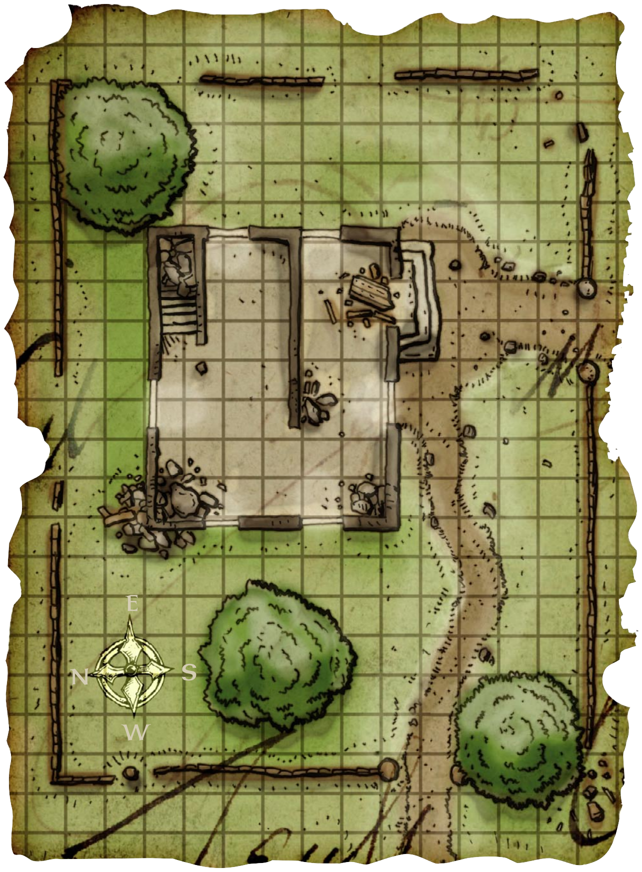
Wind Warrior



Eva Widermann


Land Farmstead
To Diamond Lake
To Family Graveyard
E
N
S
W
One square = 5 feet

Robert Lazzaretti



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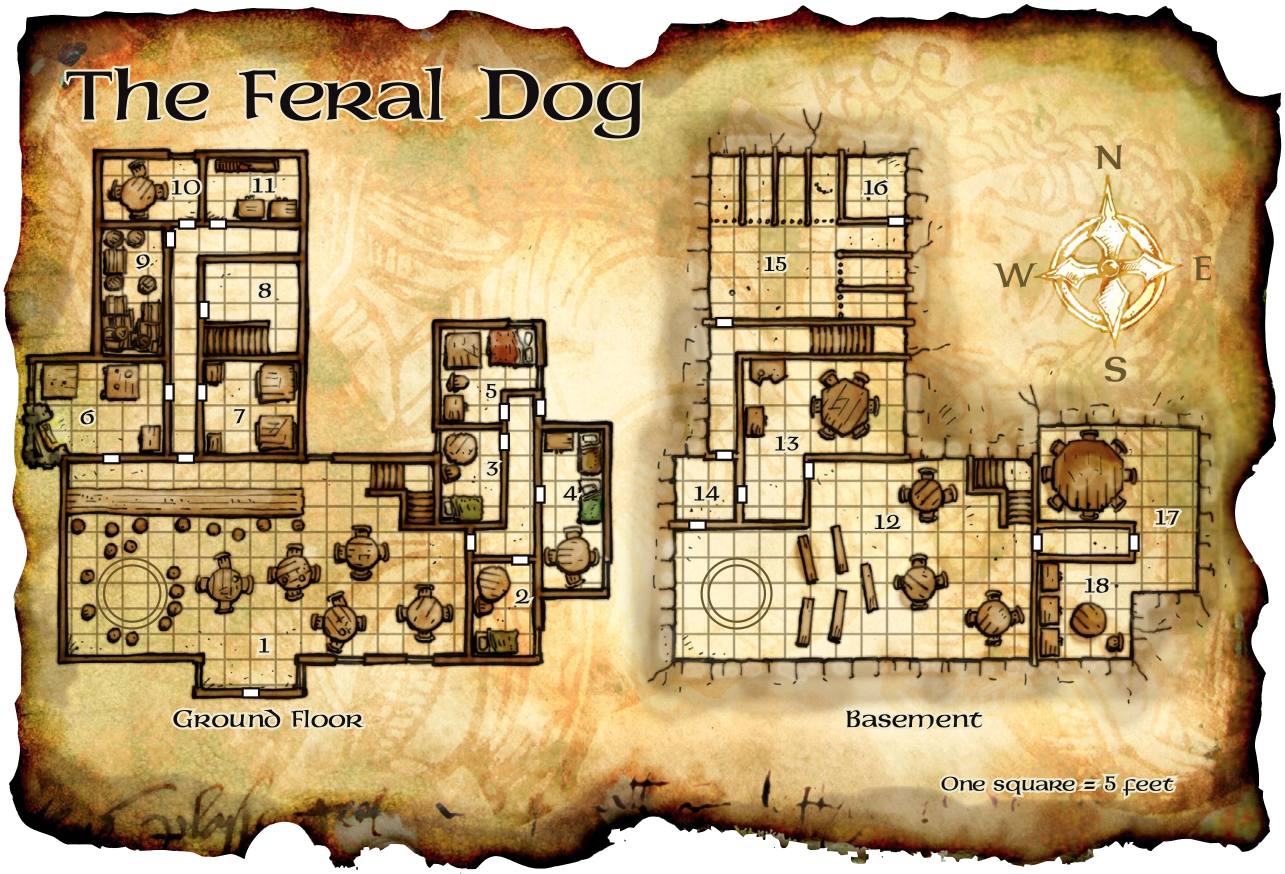
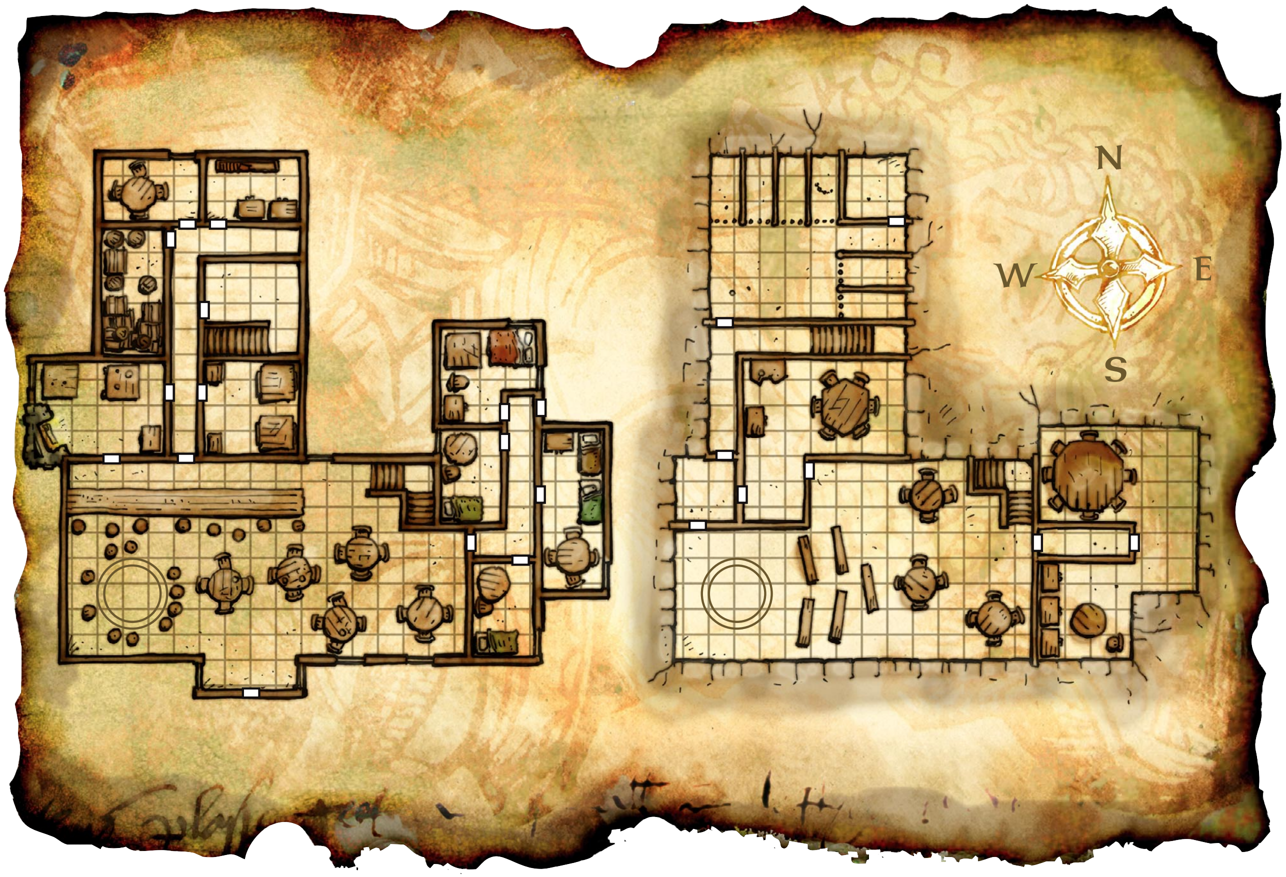

The Feral Dog
10
11
9
8
16
15
N
W
E
S
5
6
7
3
4
13
14
12
17
2
18
1
Ground Floor
Basement
One square = 5 feet

Robert Lazzaretti



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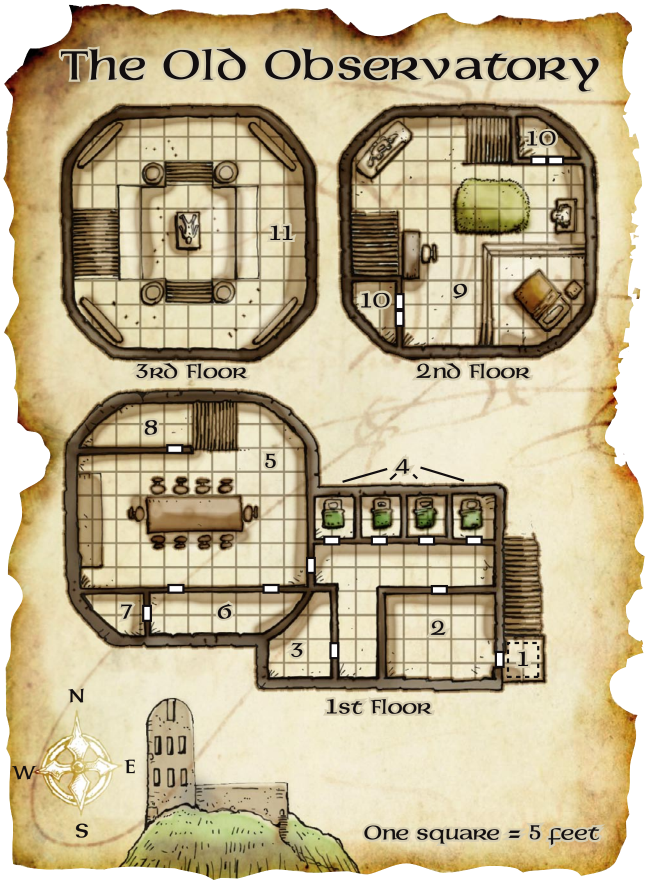
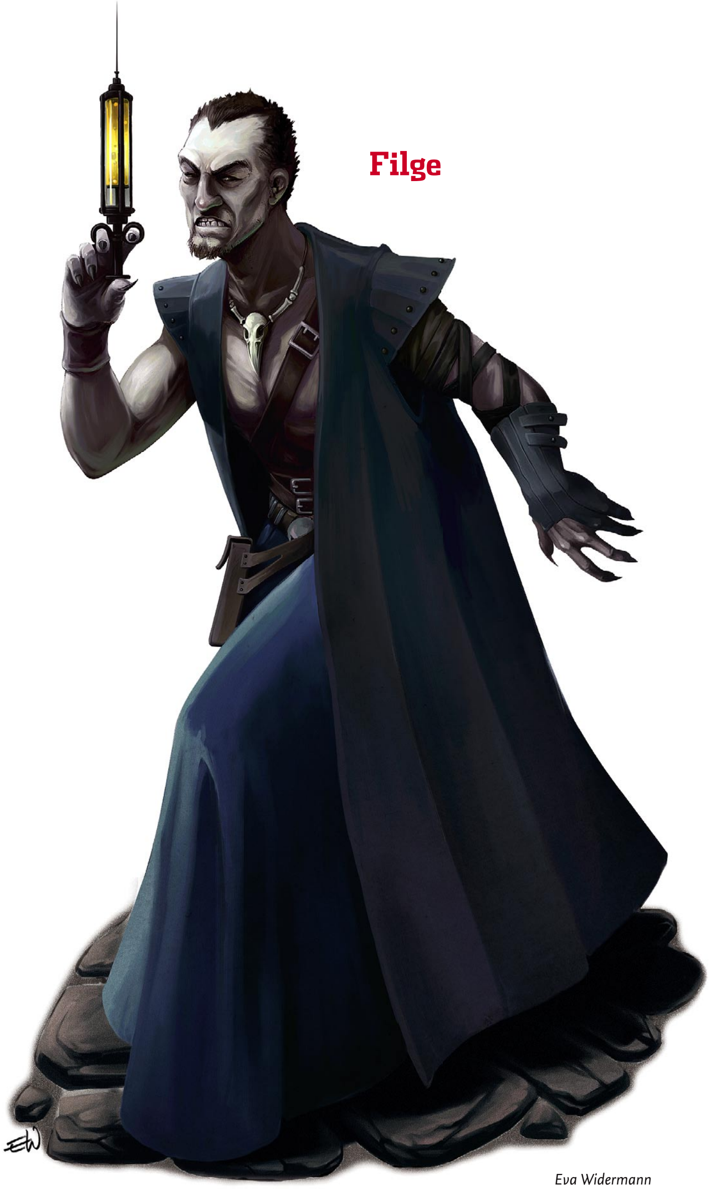
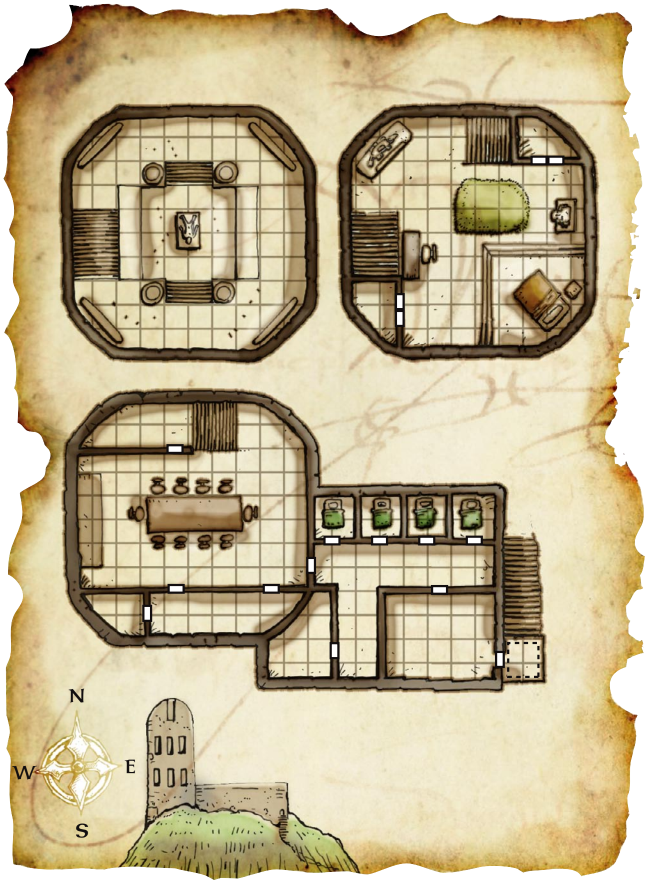

The Old Observatory
11
10
10
9
3rd Floor
2nd Floor
8
5
4
7
6
3
2
1
1st Floor
N
W
E
S
One square = 5 feet

Robert Lazzaretti



Filge

Eva Widermann



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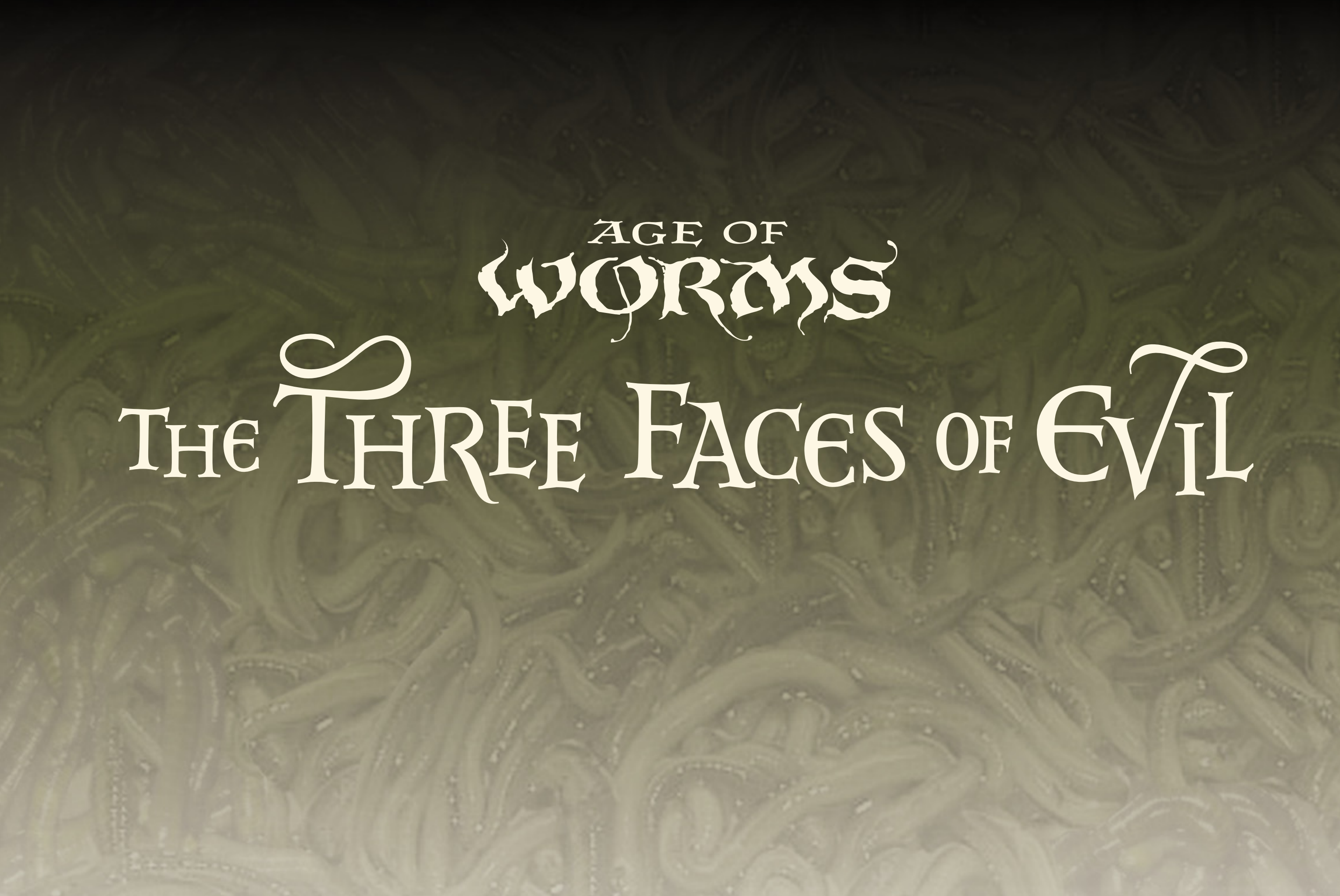


Age of Worms

The Three Faces of Evil

The Ebon Triad seeks to create a fiendish Overgod, a monstrosity of pure evil that combines the power of Erythnul, Hextor, and Vecna. The cult's research indicates that a anciant being known as Kyuss is tied to the Overgod's rise. Little is known of Kyuss, save that he was once a powerful being that spawned a horrific variety of undead creatures. Now, in the bowels of Diamond Lake, the Ebon Triad pursues rumors that the worm-like progeny of Kyuss have once again risen. Is the Age of Worms finally at hand?

"The Three Faces of Evil" is a Dungeons & Dragons adventure suitable for four 3rd-level characters. It is also the second installment of the Age of Worms Adventure Path, a complete campaign consisting of 12 adventures, several "Backdrop" articles to help Dungeon Masters run the series, and a handful of poster maps of key locations, all published over the course of the next 11 months in *Dungeon*. For additional aid in running this campaign, check out *Dragon's* monthly "Worm food" articles, a series that provides additional material to help players survive this campaign. Issue #334 of *Dragon* provides comprehensive lists of all the things you can find for sale in Diamond Lake's (often) dubious shops. Finally, you can head online to paizo.com to download *Age of Worms Overload*, a free PDF that includes details on the hinterlands surrounding Diamond Lake, stat blocks for nearly everyone in town, conversion notes for running the campaign in the *Forgotten Realms* or *Eberron* settings, and more.

Of course, you can also run "The Three Faces of Evil" as a stand-alone adventure, or even as part of a campaign of your own design.

✎ BY MIKE MEARLS
🎨 BY JOACHIM BARRUM, STEVE PRESCOTT, AND EVA WIDERMANN
Ⓝ BY ROBERT LAZZARETTI
AGE OF WORMS CALLIGRAPHY BY DARLENE
ADVENTURE PATH | LOW-LEVEL (1ST-5TH) | DUNGEON CRAWL

THE EBON TRIAD

From the fanatical peripheries of three evil churches comes a blasphemous doctrine known as the *Way of the Ebon Triad*, an anonymously penned collection of essays and scrolls soaked in phantasmagoric allegory and apocalyptic ecstasy. The *Way* outlines in vague terms a series of rituals and portentous events that culminate in the spiritual and physical adhesion of Hextor, Erythnul, and Vecna into a single supremely powerful Overgod. Outlaws even within their own blasphemous religions, adherents to the *Way of the Ebon Triad* travel the world in search of fellow wanderers, often banding together to influence important events and edge the world closer to catastrophe.

Last year, agents of the Ebon Triad conspired with another dangerous cult to trigger a volcanic eruption that nearly consumed the city of Cauldron, in the distant southern jungles. This event was a critical moment in the Shackled City Adventure Path (published last year in *Dungeon* and this month as a hardcover from Paizo Publishing), but to the Ebon Triad it was merely one of a handful of prophesized events presaging the advent of the Age of Worms, an era of darkness and writhing death that would provide the required backdrop for the ascension of their tripartite god.

What the Ebon Triad cultists below Diamond Lake and throughout the world do not understand is that the entire religious movement is a fraud launched at the direction of Kyuss, an ancient being who has plotted to bring about the Age of Worms for millennia. The scope of this fraud and the true goals of Kyuss will be revealed in future Age of Worms Adventure Path installments.

Use the following chart to adjudicate the results of Knowledge (religion) checks made to learn more about the Ebon Triad.

Knowledge (religion) DC	**Information known**
15	The Ebon Triad is an evil cult dedicated to merging the gods Hextor, Vecna, and Erythnul into a mighty Overgod.
20	Adherents to the doctrine of the Ebon Triad clutch close their secrets even from other worshipers of Hextor, Erythnul, and Vecna, who consider them heretics. In fact, word of the heresy has not spread far from these three churches, who keep accounts of Ebon Triad activities brutally suppressed lest the cult gain more converts.
25	Despite the internecine struggle between the Ebon Triad and the orthodox churches, clerics of Hextor, Erythnul, and Vecna in thrall to the cult continue to receive spells from their godly patrons. This fact especially galls the church of Hextor, whose rigid faith cannot square the contradiction.
30	The idea that a mortal cult could bind gods as powerful as Hextor, Vecna, and Erythnul is extremely doubtful, even preposterous.
35	The Ebon Triad hopes to bring about the Age of Worms as a precursor to the creation of its terrible god, and has its hands in apocalyptic conspiracies across the land. Perhaps the gods support these rebel clerics because they too wish to see the world cast in darkness?

ADVENTURE BACKGROUND

Long had the Faceless One toiled in arcane libraries and crumbling crypts in search of the true history of his divine patron Vecna, the Maimed God of secrets and intrigue. Unlike mighty Hextor or valorous Heironeous, Vecna once lived as a mortal, a legendary lich lord and before that a potent necromancer king. Unlike Pelor, whose naïve clerics sought divine messages in the movements of the sun, Vecna left a tangible legacy cut through the scant written records of human prehistory. Several texts claim Vecna's august authorship, and more still, some of highly dubious authenticity, purport to record his spoken edicts. In one such account, the infamous *Nethertome of Trask*, the Faceless One came across a name that would change his life forever—Kyuss.

The *Nethertome* quoted an even older source, the fabled *Way of the Ebon Triad*, a blasphemous collection of apocalyptic essays, epic poems, and cryptographs that discuss the advent of an era of darkness called the Age of Worms, during which a great Overgod of evil would arise and mold the world in its own terrible image. Remarkably, the *Nethertome* suggested that this entity would form from an adhesion of three lesser divine entities—the gods Hextor, Erythnul, and Vecna himself. The Faceless One knew that if he could play a critical role in the creation of this entity, all of the world's secrets would be open to him, and he might become entrenched in the new political and religious landscape. The arrival of the Overgod would be his introduction to true power. But for the Overgod to arise, the time must be right for the Age of Worms. And according to the *Nethertome of Trask*, the Age of Worms cannot begin until its harbinger, an undead colossus known as Kyuss, once again stalks the land.

Two years ago, a small cell of Vecna cultists affiliated with the Faceless One unearthed evidence of undead creatures infested with unusual segmented green worms in the hills south of Diamond Lake, a small mining town east of a metropolis known as the Free City. According to the *Nethertome of Trask*, Vecna had once conducted grim experiments in a subterranean cathedral in the same region. This confluence of Kyuss and Vecna reminded the Faceless One of the Age of Worms and his potential role in bringing about the birth of the great Overgod. The Faceless One tracked Vecna's lost laboratory to Diamond Lake, in a cavern below an active copper mine managed by a dwarf named Ragnolin Dourstone. Using magic and extortion, the Faceless One convinced Ragnolin Dourstone to carve a secret shaft deep within the earth and into these hidden chambers.

The passage complete, the Faceless One and his minions moved in. They found a great marble-lined cavity they dubbed the Dark Cathedral, along with a small labyrinth beyond. They began their work in earnest. Soon, the Faceless One's ministrations below Diamond Lake attracted the attention of other devotees to the *Way of the Ebon Triad*. First to arrive was a band of tieflings from the Great Kingdom to the east, warriors in service to Hextor who traced their fiendish blood directly to powerful entities of the past who played a role in the demise of that formerly vast empire. Led by an ambitious human cleric named Theldrick, the group attempted a temple coup in their homeland, and were cast out by their tyrannical brethren entrenched in the orthodoxy of the Scourge of Battle. Soon after their arrival, a small tribe of Erythnul-worshiping grimlocks entered the Dark Cathedral via a tunnel from the Underdark. Led by an oracle of Erythnul who had received the lore of the Ebon Triad in a revelation from one of Erythnul's agents, the grimlocks agreed to join the Faceless One's efforts to discover more about the unusual green worms in hopes that the Age of Worms is finally at hand.

Hidden within their secret base, the cultists of the Ebon Triad are a deadly threat to the Diamond Lake region. Soon, the Faceless One hopes to piece together the final clues he needs to set his plans into motion. If left undisturbed, this nest of evil might give rise to a terrible power beyond the reckoning of man.

Adventure Synopsis

"The Three Faces of Evil" requires the PCs to sneak into Dourstone Mine, destroy the Ebon Triad cultists, and defeat a newly born creature known as the Ebon Aspect. The miners themselves, while not necessarily innocents, aren't cultists. The PCs must sneak by them or use Diplomacy to gain access to the mines. Once they overcome this obstacle, they must defeat each of the cults that comprise this cell of the Ebon Triad. Finally, as the last cultists fall, the Ebon Aspect arises to avenge its worshiper-creators. Once the PCs defeat this abomination, they escape back to the surface, where they quickly become embroiled in another adventure.

This adventure is the second in the Age of Worms Adventure Path, a series of twelve linked adventures to be published in this magazine over the course of the next year. Last issue featured the first installment, "The Whispering Cairn," as well as a detailed description and poster map of Diamond Lake, the rowdy town in which the Dourstone Mine is situated. While "The Three Faces of Evil" works well as a stand-alone adventure, you and your players will probably enjoy it a great deal more as part of the Age of Worms Adventure Path. Back issues of *Dungeon* #124 are available at paizo.com.

Adventure Hooks

The players can learn about the cult below the Dourstone Mine easily. If you've run them through "The Whispering Cairn," the letter discovered in the Old Observatory provides a link between the corrupt mine manager Balabar Smenk and the Dourstone Mine.

If you haven't run "The Whispering Cairn," or if the PCs need further cause to investigate the goings-on below the Dourstone Mine, you can have Allustan contact them after he makes a disturbing discovery about the nature of a strange green worm the PCs (or one of his other agents) have recently provided him.

PART ONE: WHAT WRITHES WITHIN

The wizard Allustan (N human male wizard 8), the so-called "smartest man in Diamond Lake," has spent many years researching local legends and lore. Recently, he's unearthed increasing evidence of strange undead creatures infested with tiny green worms stalking the hills south of Diamond Lake. If the PCs have explored the Old Observatory in "The Whispering Cairn," it's possible they are responsible for providing the latest piece of evidence in the form of just such a worm, suspended in a jar of preservative chemicals. Allustan is worried that these undead creatures could represent a grave threat to Diamond Lake. Thus, he asks the adventurers to pursue the few leads he has uncovered so far.

Allustan's studies show that the worms might be somehow connected to an ancient temple hidden beneath the earth. According to his calculations, the temple is located beneath a copper mine owned by Ragnolin Dourstone. Ragnolin is known as a surly, paranoid, and greedy mine manager, and Allustan fears that he may be connected to the temple if it is currently occupied.

Allustan suggests that the merchant Balabar Smenk could provide a useful gateway to Ragnolin's mine. Balabar and Ragnolin have a well known rivalry. Neither is trustworthy, but their animosity might be enough to make Balabar open to an offer of alliance with the party. The recovery of Smenk's letter to Filge from the observatory in "The Whispering Cairn" indicates that Smenk knows more about the situation in the Dourstone Mine than he should.

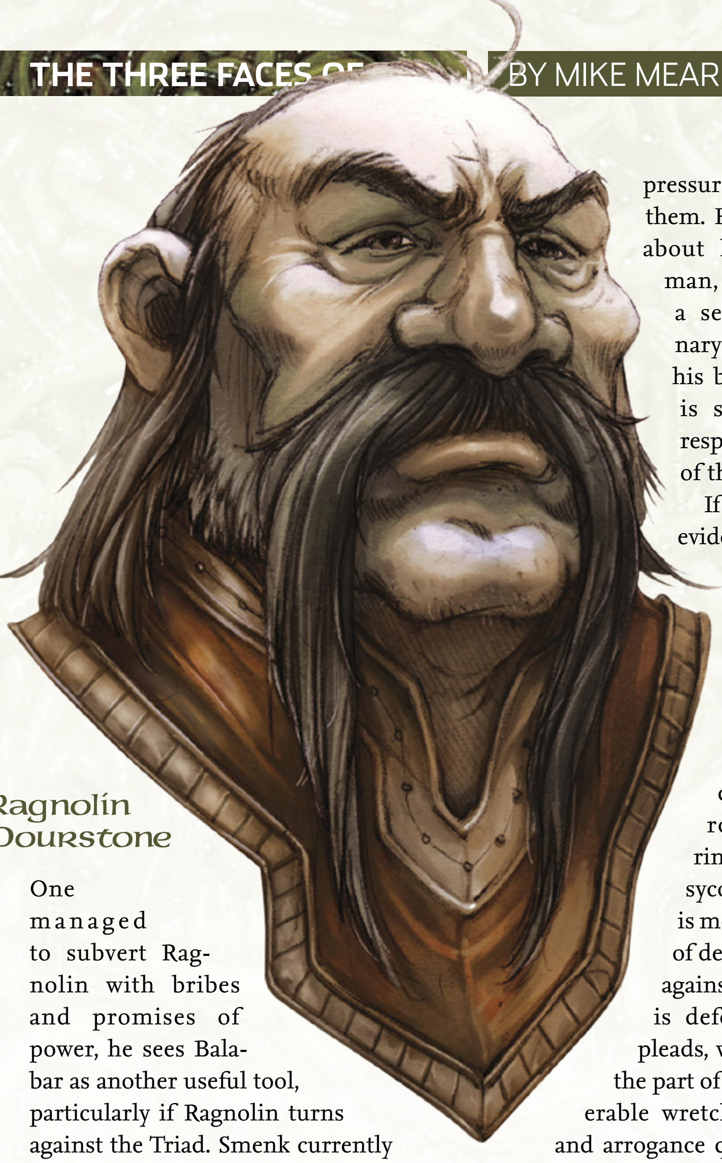
If you've run "The Whispering Cairn," the PCs have no doubt heard of Balabar Smenk, and they may even be responsible for the deaths of his favorite indentured thugs and his old best friend. By the time the PCs have finished exploring "The Whispering Cairn," Smenk already hates them and wants to see them destroyed or run out of town. Better yet, he comes upon the idea of sending them against the cultists below the Dourstone Mine, hoping to take care of two problems at once.

If the PCs don't set up a meeting with Smenk within a week of their encounter with Filge, the mine manager takes it upon himself to invite them to meet with him, ordering a subordinate to sneak into the PCs' headquarters with a note setting up a rendezvous at Smenk's home in Diamond Lake. If the situation warrants it, perhaps Smenk kidnaps a PC's familiar (or, better yet, the baby owlbear from the Land Farmstead if the PCs have adopted it), just to show them that they're dealing with a professional criminal.

In either case, Allustan believes that the temple is occupied, and he worries that its inhabitants are behind the strange undead in the southern hills. He knows little of the Ebon Triad, but he has managed to uncover the location of an elevator within the mines. He tells the PCs that the elevator is the most convenient way into the temple.

Talking to Smenk

Crude, demanding, and insatiably greedy, Balabar Smenk (CN male human rogue 7) is a nightmare blend of amorality, avarice, and boundless gluttony. Unknown to Allustan, Smenk is secretly in league with the Ebon Triad. While the Faceless



Ragnolin Dourstone

One managed to subvert Ragnolin with bribes and promises of power, he sees Balabar as another useful tool, particularly if Ragnolin turns against the Triad. Smenk currently provides the Triad cultists with food and supplies that the Triad's agents pick up in town. Unfortunately, Balabar's arrogance got the better of him. Since the Triad is a captive market, he has taken to selling them spoiled food, poor quality tools, and other goods at outrageous prices. Furthermore, in his last meeting with the Triad he hinted that he might need regular bribes to keep him quiet.

Balabar's confidence received a crushing blow when he woke up next to the severed head of his right-hand man planted in his bed by grimlock scouts dispatched to send Balabar a warning. Smenk now knows that he overplayed his hand. Thus, he wants the Ebon Triad destroyed. The PCs, if they are in his debt, could prove the perfect weapon to distract the Triad or defeat the cultists while he escapes.

To encourage the PCs to assist him, Smenk claims (truthfully) that he is terrified of the cultists, and that he was pressured into helping them. He tells the PCs about his right-hand man, and plays up a sense of (imaginary) betrayal, as if his brand if villainy is somehow more respectable than that of the Ebon Triad.

If the PCs uncover evidence of Balabar's involvement in the cult, they may choose to go after him. As a 7th-level rogue who is constantly surrounded by a ring of guards and sycophants, Smenk is more than capable of defending himself against the PCs. If he is defeated, he begs, pleads, whines, and acts the part of the pitiful, miserable wretch. His swagger and arrogance quickly give way to pathetic pleas for mercy. If the PCs hand him over to the authorities along with evidence of his connection to the cult, Balabar is sentenced to several years of hard labor.

In short, the PCs have the chance to put Balabar in his place. Roleplay him as all the more annoying, arrogant, and grating because of it!

Infiltrating the Mine

Ragnolin Dourstone's mining operation is poorly run. Ever the pragmatist, Ragnolin thinks it's better to pay a few guards a good wage to keep the workers in line rather than offer a fair wage to his miners. He hires anyone who's willing to work at his price (2 sp per day, plus room and board). Only the desperate or those unable to find work elsewhere remain here for long. In most cases, the miners work only long enough to earn the money needed to buy passage elsewhere. Many of the miners that do stick around are crippled ex-criminals unable to find other work. In addition, a number of the miners are convicted criminals who have been sentenced to hard labor. Ragnolin earned their service with a few well-placed bribes in Diamond Lake.

This section of the adventure is relatively freeform. The PCs must come up with a reasonable plan to infiltrate the mine—there are a variety of possibilities. They could take jobs at the mine, they might sneak in, or they could bribe the miners to let them pass without incident. Note that as the mine is private property, the PCs should probably avoid simply storming it and slaughtering the guards. Survivors of such an attack run to town for help, and the PCs quickly find themselves in over their heads.

The Guards

The mine's security force consists of two dozen guards (all 1st-level warriors). Half of them keep watch by day, the other half watch at night. The night watchmen are all dwarves, while the daytime guards are human.

Two squads of four guards walk the wooden stockade that marks the mining camp's perimeter. The guards make one circuit around the camp each hour. If the PCs come within sight of the stockade, there is a 25% chance that one of the two guard groups is within 100 feet of the party. Use the rules for Spot and Listen to determine if the guards detect the characters—each of the guards has a +0 bonus for both skills. Two guards keep watch from the guard tower, while the other two keep watch over the gate.

The guards are well paid, and most of them enjoy the near absolute power they exercise in the mining camp. The PCs suffer a –5 penalty on Diplomacy checks to change the guards' attitudes. For every 10 gp the characters offer as a bribe, they gain a +2 bonus on their Diplomacy checks against the guards. Their initial attitudes are unfriendly, but they'll let anyone in if they can be made helpful.

If the guards spot intruders, they blow the alarm horns they carry and attempt to surround the PCs. While the guards like to lord over the miners, they back down from anyone who looks like a capable fighter. If attacked, the guards fight until they lose half their number. A guard who drops below half his maximum hit points runs for his life.

Four of the human guards are cultists of Hextor. These warriors flee to the mines if any trouble starts. Three of them watch the passage to the elevator, while one descends and alerts the temple below. One cultist walks with each patrol, while the remaining pair are split between the gate and the guard tower.

The Miners

The miners are easy to bribe, as their poor wages and terrible working conditions make them open to anything that might damage Ragnolin. The PCs gain a +5 bonus on any Diplomacy check made to sway the miners to their side, with an additional bonus equal to the sp value of any bribe offered to a miner. Their initial attitudes are indifferent, but bribery makes it fairly easy for even the most crass PC to adjust their attitude to helpful. Helpful miners might hide the PCs, distract the guards, tell them of the sealed passage that leads to the elevator, and so forth.

If the PCs start a fight, the miners run for their lives. None of them are connected to the Ebon Triad. There are 40 miners in all, and they work from sunrise to sunset, sleeping in bunks within the uppermost reaches of the mine itself.

The Foremen

Three foremen keep watch over the miners. These are Ragnolin's personal lieutenants, and are tough to bribe and tend to stand up against troublemakers. Their initial attitude toward the PCs is unfriendly—bribes can provide a bonus on Diplomacy checks equal to +1 per 50 gp. The foremen carry alarm horns and never hesitate to use them if they spot an intruder in the camp.

The foremen are all humans. One, a rusty-voiced thug named Gerreld, mans the office during the day. He handles all the paperwork, the payroll, and other administrative matters for the mine. A limping man named Lordren is the overall commander of the camp, while a young man with a lazy eye named Carr is his assistant. The two of them accompany the miners into the tunnels each morning.

Ragnolin Dourstone (LN male dwarf expert 6) usually spends a few hours each day at the mines, either going over the day's production with one of the foremen or looking around the mine to ensure there's no sign of the cultists for anyone to notice. His initial attitude is unfriendly, and no amount of bribery can sway him. If the PCs somehow manage to make him helpful, he won't volunteer any information about the Ebon Triad other than to warn the PCs to stay away from the mine.

The Mines

Any helpful foremen, guards, or miners can tell the PCs that there's a recently installed elevator deep in the mines. They've been told that this elevator leads down to a set of caverns that Ragnolin is exploring in hopes of finding a new lode or vein—none of them (save the cultist guards) suspect the truth, and all of them know that intrusion into these caves is forbidden by their employer.

Once in the mines, the characters should have little trouble making their way to the elevator. The guards have set up several obvious signs warning the miners to stay away from the shaft, and the miners know better than to risk the guards' ire.

The mines are crude passages and tunnels hacked into the ground. Torches are set into the wall every 50 feet, but half of them are burnt out and useless. Ragnolin is too cheap to provide good lighting in this place. Instead, most miners must carry their own torches and lanterns (purchased with their own meager salaries).

Forty feet from the main entrance, the passage to the elevator cuts down and to the left from the main tunnel. Timbers and planks nailed to the wooden frame of the passage's entrance block access to the area beyond. A DC 18 Strength check or an assault (the barrier has hardness 5 and 15 hit points) smashes this barrier to pieces, while a DC 10 Craft (woodworking or carpentry) check disassembles the barrier in 1d4 minutes. In the former case, the guards make DC 20 Listen checks to hear the commotion. A Craft check is too quiet for the guards to hear.

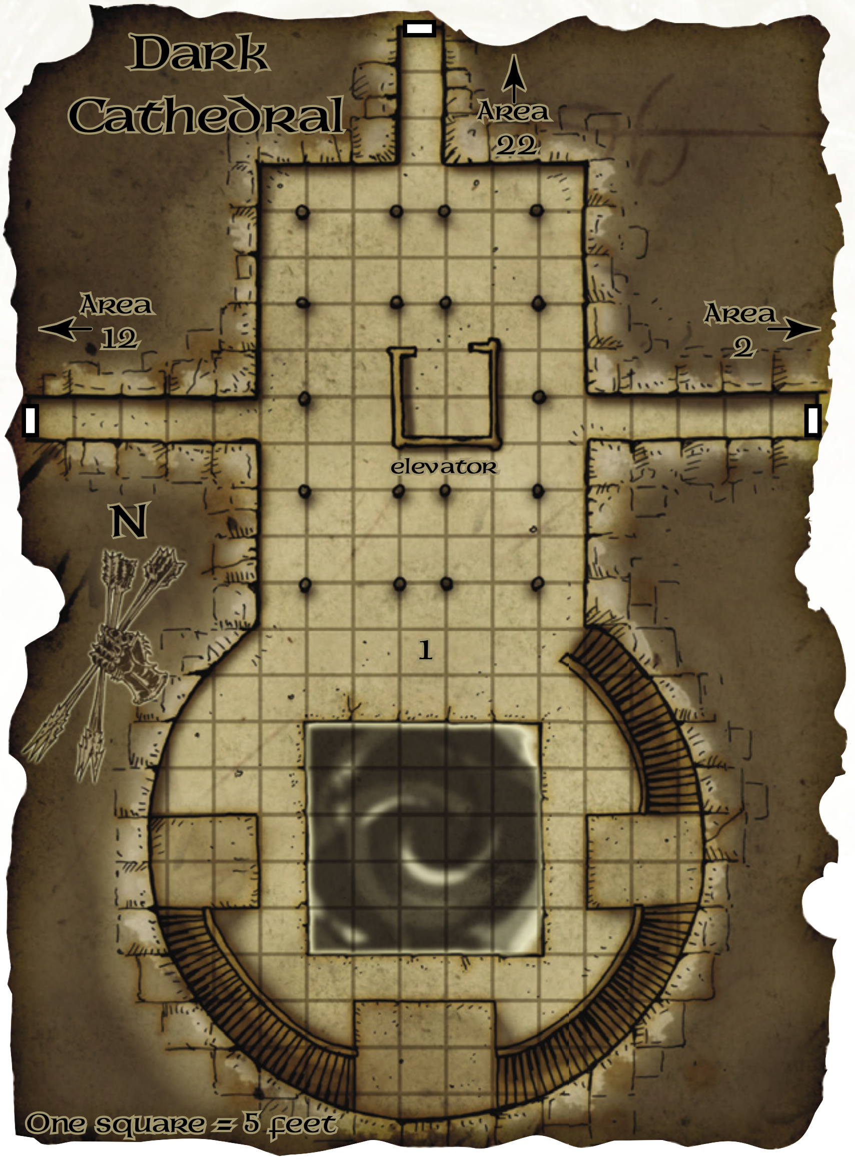
During the day, 2d4 miners are present in the tunnels near the elevator entrance when the PCs enter. They make no attempt to fetch the guards, but they keep an eye on the characters in case the PCs are looking for trouble. If the PCs try to access the elevator shaft without first making the miners' attitudes helpful, they report the party to the guards.

The Elevator

The tunnel to the elevator stretches to the west and has a sharp, downward slope. After 400 feet, the PCs come to a chamber in which a large, wooden platform with a 5-foot wall built around its edges. Struts rise 10 feet from each of the platform's corners, joining in an X above the platform. A thick iron chain runs through the X's midpoint to a large, wooden spool set in the middle of the platform. The platform is 10 feet wide and 10 feet long. When the elevator is at the top of the shaft, the chain is wrapped around the spool. As the car descends, the spool spins and the chain plays out above the car.

The elevator is operated by first releasing a brake mechanism set into the wheel and slowly turning the wheel. The elevator shaft descends 200 feet to area 1 below. The elevator car itself weighs 500 pounds. The maximum amount of weight a character can lower or lift with the elevator system equals five times his or her maximum load. In this case, the elevator can be moved upward or downward at a rate of 5 feet per round. If the elevator's weight is equal to or less than the operator's heavy load, it can be raised or lowered at the rate of 20 feet per round. Up to three people may use the elevator at once, with each additional person granting a +2 bonus to the highest Strength score among the operators, for purposes of determining load.

A character who tries to raise or lower the elevator when it is overloaded immediately loses control. The elevator doesn't enter free fall, since the winch itself controls its descent somewhat. Characters inside the elevator must make DC 20 Balance checks to avoid losing their footing. While falling, the elevator descends at a rate of 50 feet per round. When it hits bottom, all creatures in the elevator take 5d6 falling damage. The elevator car itself suffers this damage as well—it has hardness 5 and 50 hit points.



1. The Dark Cathedral (EL 3)

Three short passages lead from this chamber, one to the north of the elevator and one to its east and west. Each ends in marble doorway. The door to the north is marked with the symbol of a human hand grasping an eye. A pair of crimson banners flanks the door to the east, each marked with the symbol of a gauntled fist clutching six arrows. The door to the west is free of all markings. To the south, the chamber opens into a vast domed hall. In stark contrast to the rough mine passages above, this place bears the mark of an expert artisan. The black, marble tile floor glistens in the light of several glowing torches, while elaborate, carefully worked marble pillars and arches sweep over the chamber. Toward the back of the chamber, opposite the elevator's door, is a large pool of dark liquid. A stairway carved into the curved wall around the pool ascends to a platform thirty feet above the pool. The chamber's domed ceiling arches to a height of sixty feet over the pool's surface.

The three doors in the northern reaches of this chamber provide access to three temples, each dedicated to a different aspect of the Ebon Triad.

In ages past, Vecna himself delved into the mysteries of life within this place. In those times, this chamber was a vast library, and the pool served as a potent scrying device for the lich. The books once kept here are long gone, and the pool's magic has degraded to a shadow of its former power, yet this room still maintains an unsettling aura of antiquity and oppressive secrecy.

The contents of the pool are dark and viscous, and exude an aura of uncomfortable cold. A splash from the waters is enough to inflict one point of Dexterity damage (Fortitude DC 15 resists), and total immersion in the foul liquid inflicts 1d4 Dexterity damage per round (Fortitude DC 20 resists) from the supernatural cold. The liquid is opaque and dark, and the deeper one goes, the thicker it gets. Ten feet from the surface, Swim checks in the fluid suffer a –5 penalty. This penalty increases to –10 at depths from 10 to 20 feet, and to –20 at depths from 20 to 30 feet. Beyond a depth of 30 feet, the "fluid" of the pool becomes a solid similar to that of stone. What horrific mysteries may or may not be buried in the unknown depths below are left to you, but the creature that emerges from within in Part Five (the Ebon Aspect of the Overgod) should be an indication of what awaits exploration into such forbidden regions.

A DC 20 Search check made in the area around the pool or on the platform above reveals blood stains, scratches from metal equipment, and scattered ashes. The denizens of the temple of Vecna to the north regularly conduct experiments on the pool, hoping to awaken an aspect of the Overgod that they believe dwells somewhere within.

Creatures: Two tiefling fighters from the temple of Hextor are on guard here. They keep watch from the pillars near the entrance to Hextor's temple to the east of the elevator. When the elevator begins its descent, they move to stand guard near it. The guards have grown complacent with the monotony of their duty here. Thus, they tend to assume that anyone coming down the elevator is on an errand for one of the temples. They wear chainmail masks and tabards marked with a holy symbol of Hextor. Their arms are covered with elaborate tattoos bearing Hextor's liturgies and images of various devils.

TIEFLING GUARD **CR 1**
Tiefling fighter 1
LE Medium outsider (native)
Monster Manual 209
Init +3; **Senses** darkvision 60 ft.; Listen +0, Spot +0
Languages Common, Infernal, Orc

AC 17, touch 13, flat-footed 14
hp 12 (1 HD)
Resist cold 5, electricity 5, fire 5
Fort +4, **Ref** +3, **Will** +0

Spd 30 ft. (6 squares)
Melee mwk greataxe +5 (1d8/×3)
Ranged composite longbow +4 (1d8+2/×3)
Base Atk +1; **Grp** +3
Combat Gear 2 *potions of cure light wounds*, *potion of shield of faith* (+2)
Spell-Like Abilities (CL 1st):
1/day—*darkness*

Abilities Str 14, Dex 16, Con 15, Int 13, Wis 10, Cha 8
Feats Blind-Fight, Weapon Focus (greataxe)
Skills Craft (weaponsmith) +5, Intimidate +3, Ride +6
Possessions combat gear, chain shirt, masterwork greataxe, composite longbow (+2 Str bonus) with 20 arrows, skeleton key (opens all locked doors in areas **2–11**), 27 gp

Tactics: The tieflings fight a delaying action. One engages the party in melee while the other rushes to the eastern gate to alert the cult of Hextor. Once he reaches the gate, the tiefling hammers on the door as a move action. Both tieflings know the secret knock needed to enter the temple of Hextor (see area **2**), but the tiefling does not use the code. Instead, he pounds on the door knowing that the skeletons within will move out to attack intruders in response to the incorrect code.

Treasure: The uppermost platform above the pool bears a small, wicker basket filled with an offering to the Overgod. It contains 100 gp in a leather pouch and a silver idol of Erythnul worth 300 gp.

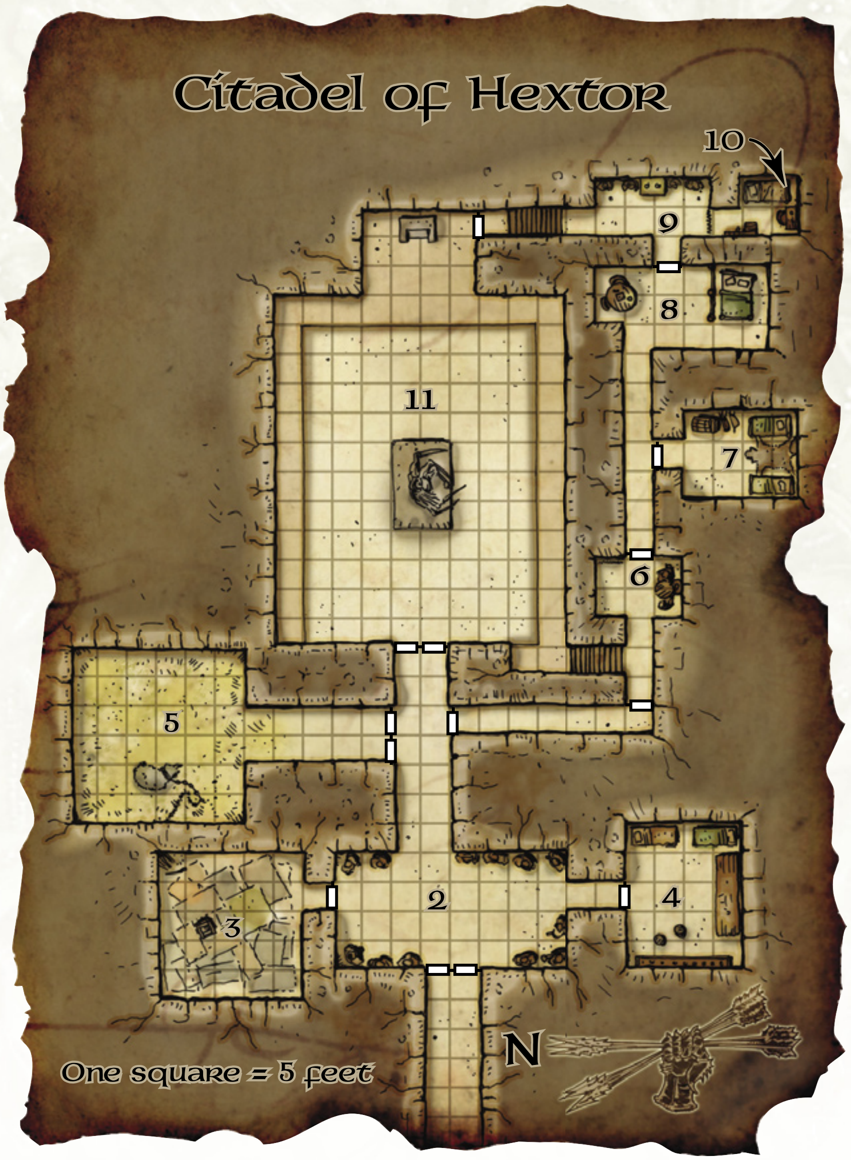
Development: The final encounter in this adventure takes place in this chamber as well—details on this encounter appear in Part Five: The God in the Pool.

PART TWO: CITADEL OF HEXTOR

The citadel of Hextor serves as the primary military arm for this branch of the Ebon Triad. As befits a lawful evil cult, the clerics and their warriors present a highly organized defense against the PCs. In addition to the encounter key provided below, the section "Temple Organization" provides an overview of the Hextorites' plans in the event of an attack. They practice their basic tactics at least once per week, making them well-drilled, highly organized opponents.

Temple Features

The doors within the temple of Hextor are of strong wood. Unless otherwise noted, the chambers are dark. The humans in the temple tend to keep light sources nearby, usually everburning



torches. The tieflings and undead rely on their darkvision.

As befits a lawful organization, the passages here are free of debris, trash, and graffiti. The temple is run like a military camp. The camp followers from area **3** gather up any refuse and transport it outside by night.

Before running encounters here, be sure to study the "Temple Organization" section in addition to the encounter key. Once the PCs enter the citadel, the clerics and their followers react to the intrusion with an intelligent, carefully orchestrated plan. If the PCs are rash or foolish, they might be overwhelmed and defeated in short order.

Temple Doors: 2 in. thick; Hardness 5; hp 20; Break DC 23; Open Lock DC 30.

2. Chamber of the Guardians (EL 3)

A dozen suits of armor, ranging from battered leathers to rusted plate, line this chamber's walls. The bleached white bones of human, dwarf, and orc skeletons contrast with the dark, bloodstained armor. The suits are carefully arranged, as if the dead were preparing to march for war. Each has a mace hooked to its belt, while bells of varying shapes and sizes hang from the armor on long, leather strips.

Before proceeding with this encounter, remember that the state of this chamber depends on whether the characters know the knock code. See the Tactics section below to determine what happens depending upon what knock the PCs use.

Creatures: The Hextorites keep animated skeletons in eight of the 12 suits of armor. These creatures attack anyone who enters without the proper knock. Even if the party uses the correct knock, the skeletons' bells ring as two of them move to open the gate.

HUMAN SKELETONS (8) CR 1/3
NE Medium undead
Init +5; **Senses** darkvision 60 ft.; Listen +0, Spot +0

AC 18, touch 11, flat-footed 17
hp 6 (1 HD); **DR** 5/bludgeoning
Immune cold, undead traits
Fort +0, **Ref** +1, **Will** +2

Spd 30 ft.
Melee heavy mace +1 (1d8+1)
Base Atk +0; **Grp** +1

Abilities Str 13, Dex 13, Con —, Int —, Wis 10, Cha 1
SQ undead traits
Possessions rusted full plate (as full plate but armor bonus of only +5), heavy steel shield, heavy mace

Tactics: If the characters use the knock code, the two skeletons closest to the door shamble over to open it. The bells hooked to their armor clang and ring. Cultists from area **3** arrive in 1d4+4 rounds to greet the visitors. If the characters attempt to batter down the gate, or if intruders enter without using the knock, the skeletons rise to attack. The bells on their armor clang as they ready their weapons, and the cultists from area **2** arrive in 1d4 rounds. The guards in area **4** must make DC 9 Listen checks to hear the clamor. If they notice it, they arrive in 1d4 rounds to attack as well. If a fight breaks out here the guards and the cultists automatically hear the commotion and arrive as soon as possible.

Treasure: The skeletons' armor is too corroded to be worth anything more than scrap metal. Each suit is worth 100 gp.

3. Chamber of the Faithful (EL 3)

Blankets cover the floor of this chamber, surrounding a wooden crate atop which stands a small, crude statue of a six-armed humanoid figure. A few battered weapons, spears, clubs, and flails lean against the far wall. Stone pegs carved into the wall light this area with flickering, bright flames.

Two stone spikes carved from the wall and imbued with *continual flames* illuminate this area.

Creatures: This chamber serves as quarters for a large group of fanatical Hextorites who hope to enter the Scourge of Battle's priesthood. These petitioners run errands for the Hextorites, make trips into town for special supplies, and provide manual labor. Their faith has been tested, and they have yet to be found wanting. If the characters have been active in the Diamond Lake region for a week or more, they may recognize a few of the cultists as locals from town. The PCs may have seen them while buying supplies or in the taproom of the Feral Dog.

CULT FANATIC CR 1/3
Human commoner 1
LE Medium humanoid
Init +0; **Senses** Listen +0, Spot +0
Languages Common

AC 13, touch 10, flat-footed 13
hp 7 (1 HD)
Fort +2, **Ref** +0, **Will** +0

Spd 30 ft.
Melee longspear +2 (1d8+1/×3) or dagger +2 (1d4+1/19–20)
Ranged dagger +1 (1d4+1/19–20)
Base Atk +1; **Grp** +2

Abilities Str 12, Dex 10, Con 14, Int 8, Wis 10, Cha 8
Feats Light Armor Proficiency, Toughness
Skills Profession (miner) +4, Use Rope +4
Possessions longspear, dagger, studded leather armor, wooden holy symbol of Hextor, skeleton key (opens all locked doors in the citadel)

Tactics: The cultists are fanatical in their dedication to Theldrick, the high priest of this place. They fight to the death and are suspicious of all newcomers. In battle they use their longspears to maximum effect, keeping back from their enemies while harassing with wild jabs. They use the aid another action to assist each other or to improve the fighting ability of their allies. They pay little heed to their injuries and tend to rely on the crush of their numbers to overwhelm an opponent. For example, a cultist might throw himself on a foe's sword (using up an attack of opportunity) to allow his fellows to grapple the enemy without provoking such an attack.

The cult relies on these dupes to delay intruders. They are under orders to bring the fight to the main temple (area **11**). If they fail in that mission, they throw themselves at the party to buy time for the rest of the temple's defenders.

Treasure: A successful DC 15 Search check of the wooden crate in the center of the room reveals a small trove hidden beneath a loose flagstone. The treasure consists of a golden holy symbol of Hextor worth 100 gp and the broken blade of a silver, ceremonial dagger worth 50 gp.

4. Guard Chamber (EL 3)

This chamber holds two beds against the east wall, a long, wooden table along the south wall, two stools, and a weapons rack along the west wall. A suit of leather armor lies on the table with a variety of tools spread out around it.

This chamber serves as barracks for a pair of tiefling guards charged with watching the door. The guards rely on the cultists in area **3** to alert them to any trouble. They tend to take their time in responding to anything short of the sound of battle.

Creatures: The two tieflings stationed here wear chainmail masks to conceal their faces. Both have elaborate tattoos of hellish fiends, symbols of Hextor, and prayers to Hextor written in Infernal along their bare arms.

Tiefling guards (2): hp 12 each; see page 23.

Tactics: The tieflings have learned to fight as a pair. While one readies his axe, the other casts *darkness* on a coin or small stone and throws it into the midst of the enemy. The two then take advantage of Blind-Fight to harass their foes. If pressed, the second tiefling uses his *darkness* spell to cover their retreat to area **6**. If cornered or cut off, they fight to the death.

Treasure: The leather armor is a mundane suit that one of the tieflings is in the process of repairing, while the tools around it comprise a complete set of artisan's tools. The tieflings carry their coins, a DC 15 Search of one bed reveals a small, velvet bag containing 20 pp and a golden necklace worth 100 gp.

5. Chamber of the Beast (EL 4)

Use the following description as the characters approach the door to this chamber.

A thick chain is wrapped around the handles of these double doors. A crude padlock holds the chain in place, keeping the door locked from this side. The faint, musky smell of a large creature kept in a small area fills the hallway.

The lock can be picked with a DC 25 Open Lock check. Once the PCs enter this chamber, read or paraphrase the following.

A single stone spike flickering with magical flame lights this area. Filthy hay, mixed with a generous amount of animal dung, covers the floor of this crude, cave-like chamber.

Creature: This chamber serves as the home for the cult's mascot, a vicious dire boar named Beast that was raised and tended by Theldrick. The creature attacks anyone it doesn't recognize on sight. Scars cover its hide, while its tusks have been capped with iron. These modifications make the boar more intimidating in appearance but do little to alter its actual statistics.

Dire Boar: hp 52; *Monster Manual* 63.

Tactics: Unless the characters are quiet or clever, there is little chance that they face the dire boar here. If a cultist or the guard from areas **2** or **3** retreats past area **4**, he uses a full-round action to undo the chains, open the door, and unleash Beast. The boar rampages through the area, bearing down on the characters with a berserker's ferocity. It fights to the death. Luckily, it lacks the intelligence for tactics more complicated than a headlong charge. The cultists use Beast to buy time to prepare their defenses.

6. Inner Guard Chamber (EL 4)

A tapestry depicting a six-armed, fiendish beast carrying a bewildering variety of weapons dominates the north wall.

This chamber serves as a guardroom for the inner temple of Hextor and the priest's quarters.

Creatures: Three tiefling guards watch this area. Their tattoos depict holy symbols of Hextor, various devils, and scenes from Hextor's unholy texts.

Tiefling guards (3): hp 12 each; see page 23.

Tactics: The three guards attempt to prevent the characters from progressing any further into the temple. One uses *darkness* to disorient intruders, a second wades into melee, while the third runs to warn the high priest in area **10**.

Chances are slim that the PCs fight the guards here. If word reaches them of intruders, they rush to the door just south of area **6** and bar it shut. Two of them wait at the door to repel intruders, while the third stands just outside this chamber, near the stairway to area **11**. If the PCs attempt to batter down the door, the two guards fight them off while the third warns Theldrick.

If the PCs are trapped in area **11**, the two guards move to guard the door leading out of the shrine while the third joins Theldrick in the upper gallery.

Treasure: In addition to the coins listed in their stat block, one tiefling carries a plain, silver ring inlaid with several small emeralds worth 200 gp total.

7. Barracks

Two sets of bunk beds are set along the far wall of this chamber, with a thick, bearskin rug between them. Three wooden stools are arranged on the rug, while a weapon rack sports several javelins, a bow, several quivers filled with arrows, and a sword.

This chamber serves as a barracks for the guards in area **5** and for the tiefling on watch in the main temple.

Treasure: The rack holds 6 javelins, a longsword, a composite longbow (+2 Strength), and four quivers of 20 arrows each.

8. Priests' Chambers (EL 4)

Light from a pair of torches casts strange shadows across the blood-red walls of this chamber. Two wooden chairs are set opposite each other around a round table. Upon the table rests a thick, leather-bound book, a rusty dagger, a quill, inkpot, and several sheets of parchment. A wooden screen blocks off half the room near a large bed covered in blankets and furs.

This chamber is the residence of two priests of Hextor, a married couple named Garras and Kendra. The two serve Theldrick only grudgingly, and together they plot to seize control of this temple.

Creatures: Garras is a hulking brute whose large gut and bulging muscles strain against his half-plate's straps and buckles. He is shaved bald and has a holy symbol of Hextor branded onto his face. Kendra is a slender, pale woman with long, dark hair pulled back in a tail. She wears a pair of steel earrings shaped into a holy symbol of Hextor. Her face is covered with several scars that mar her otherwise appealing features.

GARRAS **CR 2**

Male half-orc cleric 1/fighter 1

LE Medium humanoid (orc)

Init +0; **Senses** darkvision 60 ft.; Listen +1, Spot +1

Languages Common, Goblin, Orc

AC 18, touch 10, flat-footed 18

hp 19 (2 HD)

Fort +6, **Ref** +0, **Will** +3

Spd 20 ft.

Melee mwk heavy flail +6 (1d8+3) or dagger +4 (1d4+3/19–20)

Ranged dagger +1 (1d4+3/19–20)

Base Atk +1; **Grp** +4

Atk Options Combat Expertise, Improved Trip, smite 1/day (+4 attack, +1 damage)

Combat Gear *potion of barkskin (+2), potion of blur, potion of bull's strength,* 2 *potions of cure light wounds, potion of shield of faith (+2)*

Spells Prepared (CL 1st):

1st—*bless, cure light wounds, inflict light wounds*^{D} (DC 12)

0—*create water, cure minor wounds, resistance*

D: Domain spell. Domains: Destruction, War

Abilities Str 16, Dex 11, Con 15, Int 13, Wis 13, Cha 8

SQ rebuke undead, spontaneous casting (inflict spells)

Feats Combat Expertise, Improved Trip^{B}, Weapon Focus (heavy flail)

Skills Concentration +7, Knowledge (religion) +6, Spellcraft +6

Possessions combat gear, half-plate, light steel shield, masterwork heavy flail, dagger, pouch with 27 gp

KENDRA **CR 2**

Female human cleric 2

LE Medium humanoid

Init +4; **Senses** Listen +3, Spot +3

Languages Common

AC 19, touch 10, flat-footed 19

hp 15 (2 HD)

Fort +4, **Ref** +0, **Will** +6

Spd 20 ft.

Melee mwk heavy flail +4 (1d8+1) or dagger +2 (1d4+1/19–20)

Ranged light crossbow +1 (1d8/19–20)

Base Atk +1; **Grp** +2

Combat Gear scroll of *silence*, scroll of *sound burst, wand of cure light wounds* (41 charges)

Spells Prepared (CL 2nd, CL 3rd for evil spells):

1st—*bane* (DC 14), *cause fear* (DC 14), *doom* (DC 14), *protection from good*^{D}

0—*create water, detect poison, read magic, resistance*

D: Domain Spell; Domains: Evil, War

Abilities Str 12, Dex 10, Con 12, Int 11, Wis 16, Cha 14

SQ rebuke undead, spontaneous casting (inflict spells)

Feats Combat Casting, Improved Initiative, Weapon Focus (heavy flail)^{B}

Skills Concentration +7, Diplomacy +7, Heal +8

Possessions combat gear, half-plate, heavy steel shield, masterwork heavy flail, dagger, pouch with 20 gp, key to treasure chest in area **8**

Tactics: The two clerics fight as an effective pair. Garras occupies the party, using his flail to trip his opponents. If possible, he drinks his potions in the following order: *blur, bull's strength, shield of faith,* and *barkskin*. He casts *bless* before battle if he has sufficient warning.

Kendra first calls for the undead in area **9**. She directs the zombies to fight alongside Garras, then casts *bane*, then *doom* on a fighter-type, then *cause fear* on the same warrior she used *doom* against. She knows that paladins are immune to fear, and thus never uses *cause fear* against anyone wearing a holy symbol of a good deity. If the party has arcane or divine support, she uses her scroll of *sound burst* and her scroll of *silence*, usually casting the latter spell on a small rock and throwing it into her enemies' midst.

Treasure: Kendra and Garras keep their valuables in a small, wooden treasure chest beneath their bed. The chest is locked (Open Lock DC 20), and Kendra carries the key. Within the chest is 200 gp in coins, a *wand of enlarge person* (42 charges), and a jeweled bracer worth 1,000 gp.

9. Chapel of Hextor (EL 4)

A pair of torches mounted on long, iron poles shed flickering light across this chamber. A small stone altar stands between the two torches. A red tapestry emblazoned with the symbol of a gauntlet grasping six arrows hangs from the wall behind the altar. Four statues of men clad in chainmail and leather masks, each carrying a greatsword, stand along the wall, two on each side of the altar.

This chamber serves as the personal chapel for the three priests of Hextor active in this temple, Kendra, Garras, and high priest Theldrick.

The altar provides a permanent *desecrate* effect. Undead within 20 feet of it gain a +2 profane bonus on attacks, damage, and saves, while clerics suffer a –6 profane penalty on turning checks.

The two torches are everburning torches. The chapel's ceremonial objects are hidden in a secret compartment in the wall behind the tapestry; this secret panel can be found with a DC 20 Search check. Characters who open this hidden compartment trigger a trap. The hollow is one cubic foot and is almost completely filled by a locked metal box (Open Lock DC 25). The box contains some Treasure (see below).

Creatures: A pair of troglodyte zombies dwell in this chamber. They attack anyone who lacks a symbol of Hextor, and obey the verbal orders of any of the three clerics.

Troglodyte Zombies (2): hp 37; *Monster Manual* 266.

Trap: The secret panel behind the tapestry is trapped. Anyone who opens it without first speaking the words "Hextor guide me" in Common or Infernal triggers its effects.

***Inflict Light Wounds* Trap**: CR 2; magic device; touch trigger; automatic reset; spell effect (*inflict light wounds*, 1st-level cleric, 1d8+1, DC 11 Will save half damage); Search DC 26; Disable Device DC 26.

Treasure: The box contains a golden chalice worth 250 gp, two silver holy symbols of Hextor worth 50 gp each, a *pearl of power* (1st level), and a silvered dagger with a jeweled hilt worth 150 gp.

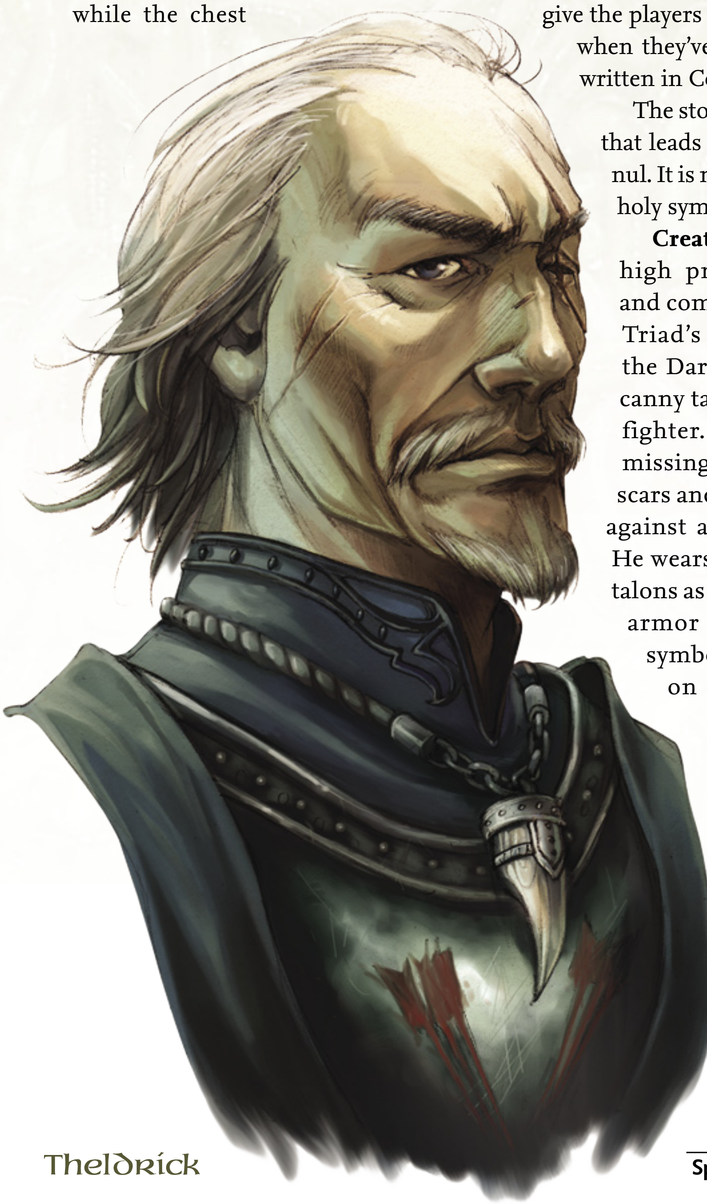
10. Theldrick's Chamber (EL 5)

The door to this room is locked (Open Lock DC 20). Theldrick, detailed below but likely encountered elsewhere, holds the key.

This cramped spartan chamber is obviously someone's living quarters. A small bed is set in the corner to the left. Next to the bed is a short table holding a leather-bound book, an inkpot, a stone key, and several scrolls. A small chair with velvet cushions sits before the table. On the wall to the right stands a weapons rack that holds a mace, two flails, and a light crossbow. A wooden chest rests below the rack.

Theldrick keeps this chamber as his quarters. He attends to his personal business here, but otherwise spends most of his time in the main temple at area **11**.

The weapons on the rack have no special abilities or qualities, while the chest normally holds Theldrick's armor. If he is currently wearing this armor, the chest is empty.



Theldrick

The table holds the true items of interest here. The scrolls appear blank, but anyone who views them using *detect magic* sees a weak aura of universal magic. *Read magic* reveals writing in a strange script. A DC 40 Decipher Script check allows the PCs to crack the code. Otherwise, the must recover the codebook from the temple of Vecna (see area **27**) in order to read the scrolls. When the PCs have cracked the code, give them Handout #1.

The book is Theldrick's record of the Ebon Triad's progress in the mines. Reading it over takes one hour. Read or give the players a copy of Handout #2 when they've read it. The book is written in Common.

The stone key opens the door that leads to the caves of Erythnul. It is marked with that god's holy symbol.

Creature: Theldrick is the high priest of the temple and commander of the Ebon Triad's military forces in the Dark Cathedral. He is a canny tactician and an eager fighter. One of his eyes is missing, and his face bears scars and burns from a battle against a young red dragon. He wears one of the dragon's talons as a necklace. His black armor has a crude holy symbol of Hextor scribed on its chest plate in dried blood.

THELDRICK **CR 5**
Male human cleric 5
LE Medium humanoid
Init +1; **Senses** Listen +3, Spot +3
Languages Common, Infernal

AC 23, touch 12, flat-footed 22
hp 47 (5 HD)
Fort +7, **Ref** +4, **Will** +7

Spd 20 ft.
Melee mwk heavy flail +7 (1d8+2) or dagger +5 (1d4+2/19–20)
Ranged mwk light crossbow +5 (1d8/19–20)
Base Atk +3; **Grp** +5
Combat Gear scroll of *dispel magic*, scroll of *spiritual weapon*, scroll of *bull's strength*, *potion of protection from arrows (DR 10/magic)*
Spells Prepared (CL 5th, CL 6th for evil spells):
3rd—*create food and water, magic vestment*^{D}, *summon monster III*
2nd—*aid, hold person* (DC 15), *sound burst* (DC 15), *spiritual weapon*^{D}
1st—*bane* (DC 14), *bless, cure light wounds, divine favor, magic weapon*^{D}
0—*create water, cure minor wounds, guidance, light, resistance*
D: Domain spell; Domains: Evil, War

Abilities Str 15, Dex 12, Con 16, Int 13, Wis 16, Cha 14
SQ rebuke undead, spontaneous casting (inflict spells)
Feats Combat Casting, Lightning Reflexes, Rapid Reload, Weapon Focus (heavy flail)^{B}
Skills Concentration +11, Diplomacy +10, Knowledge (religion) +9, Spellcraft +9
Possessions combat gear, *+1 full plate*, heavy steel shield, masterwork heavy flail, masterwork light crossbow with 20 bolts, dagger, *ring of protection +1*, holy symbol of Hextor, pouch with 8 gp, key to area **10**, keys to chests in areas **9** and **10**

Tactics: If the PCs catch Theldrick in his room, he tries to surrender to buy time. He accuses the PCs of needlessly butchering his followers, and points out that their invasion of his domain is obviously illegal. In many ways, he is right. After all, the temple of Hextor has not yet broken any laws. Theldrick has taken care to avoid arousing any suspicion, and he has managed to keep the other two arms of the Ebon Triad in line. Lawful characters cannot simply murder him without just cause. He takes particular joy in taunting followers of Heironeous, calling them out on the cowardice of a sneaky assault, and scoffing that the PC's actions reflect poorly upon the mighty Invincible One. In the meantime, his followers prepare a counterattack. If the situation is dire, they flee to the temple of Erythnul for help. Regardless of the situation, Theldrick never leaves the cathedral without a fight. He uses his spells to escape, or orders his followers to attack the PCs in the main cathedral area outside the elevator.

Treasure: The weapons rack holds a heavy mace, a light flail, a heavy flail, and a light crossbow. Theldrick keeps his personal treasure and trophies in a locked (Open Lock DC 25) chest beneath his bed. The chest contains 70 gp in a leather bag and a fist-sized gold bust of a dwarf wearing a gem-studded crown worth 2,400 gp.

11. Battle Temple of Hextor

This long, wide chamber is surrounded on three sides by a balcony perched twenty feet above the floor. Six torches equally spaced along the walls provide light. The side opposite the large, bronze doors features a sizable viewing box with a sloped floor and several ostentatious wooden chairs positioned to allow easy view of the chamber below. A huge statue of a six-armed humanoid clutching a bewildering array of weapons stands in the midst of the chamber. A fist-sized

Temple Organization

The temple of Hextor responds to intruders using a simple plan that focuses on driving opponents into the main temple, locking them in there, and attacking them from the balcony. The encounter areas above give some notes about the temple's plans, while this section provides an overview of how the Hextorites manage their defenses.

When the characters enter the temple, the skeletons in area **2** most likely alert the denizens of areas **3** and **4**. Even if the party sends a scout ahead, there are enough skeletons there to notice any heavily armored PCs.

The guards in area **3** attempt to retreat down the hall to area **4**, where they can unleash Beast. The warriors in area **2** fight a delaying action to buy time for the rest of the complex. Once Beast engages the PCs, the rabble flees to area **11** to make their stand.

Meanwhile, the guards from area **3** link up with the guards in area **5**. Two of them barricade and guard the door that connects the corridor that runs from area **5** to the one leading to area **10**. One waits to the south to report on any successful attempts to breach the doors, while any other surviving guards join the clerics in areas **7** and **9**.

The clerics from areas **7** and **9** lead the zombies from area **8** to the upper balcony of area **11**, along with any surviving guards aside from those assigned to guard the door. There, they wait for the PCs to enter the chamber. If the PCs enter room **11**, the high priest Theldrick seals the door shut behind him using the room's controls. With the PCs trapped, the clerics rain spells upon them while the guards use their bows. The zombies attack anyone who attempts to climb to the upper balcony.

Consult the description of room **11** for a full breakdown of the Hextorites' tactics and plans for that chamber.

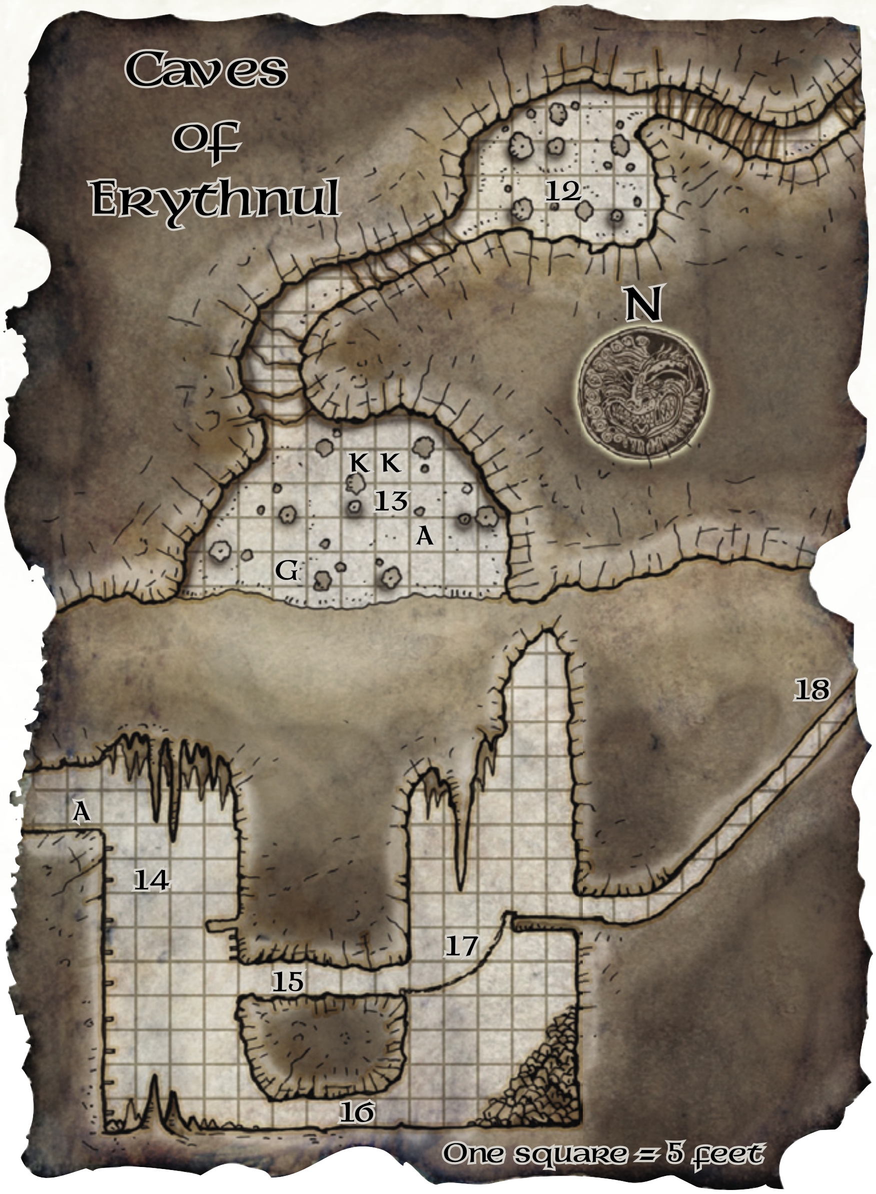
Keep in mind that just as the PCs' plans can fall apart, so too can the cultists' plans. If the PCs quickly slay Beast, they can probably rush forward to battle the guards before they can seal off the doors. The clerics prefer to let their minions wear down any opposition, while the guards, undead, rabble, and the dire boar Beast all fight to the death. If the PCs never enter area **11**, the clerics try to make their stand at area **8**.

red gem set in the statue's forehead glitters in the flickering light. A thick layer of sand covers the floor to a depth of a few inches. The walls are smooth, polished rock, while a crimson banner with the symbol of a black, gauntleted hand clutching six barbed arrows is set above the double doors leading into the bottom level of this chamber.

This is a battle temple dedicated to Hextor. Here, the faithful and heretics alike fight to the death for glory, honor, and the blessings of the Scourge of Battle. The clerics watch the battle from their sitting box while the other denizens of this place commonly gather along the balconies to take in the spectacle.

The walls along the arena floor are kept smoothed and polished, though a few cracks and pockmarks make climbing difficult but possible (DC 25 Climb check).

The statue in the center of the arena is nearly 20 feet tall. Unfortunately for the Hextorites, but luckily for the PCs, it is badly mounted on its pedestal. A single, strong push (DC 20 Strength check) sends it crashing down to the north. It slams into the balcony, creating a 10-foot-wide ramp to the upper level. The statue is difficult ground if anyone uses it as a ramp after it falls.



While most of the chairs in the viewing box are mundane, one is magical in nature. A large, wooden throne branded with the symbol of Hextor has three gems embedded in its armrests. One opens or closes the doors to the arena floor, the second one locks the doors, and the third unlocks the doors.

Treasure: The blood-red ruby set on the statue's forehead is worth 800 gp.

Development: The clerics of Hextor attempt to trap intruders in this chamber and defeat them from the safety of the balconies. The rabble from area **2** rallies here in an effort to draw the PCs into the chamber. The high priest Theldrick uses the temple's throne to close the door behind the PCs and lock it. He then casts *summon monster III* to unleash a fiendish ape against them, followed by whatever spells have the best chance of disabling the characters. Once he is out of offensive spells, he uses whatever magic he has left to enhance his defenses and abilities. He then relies on his crossbow or, if the situation is well in hand, descends to the arena floor to melee the PCs.

The temple guards, if any are in this area, use their bows against the party. The clerics from area **7** use the tactics outlined in that encounter area to harass the party.

PART THREE: THE CAVES OF ERYTHNUL

Unlike the other wings of the Black Cathedral, the caves of Erythnul are little more than natural fissures within the rock. The grimlocks who dwell here arrived several months ago at the behest of their leader Grallak Kur, a cleric who led his followers on an unholy pilgrimage through the Underdark. Dreams and visions sent by one of Erythnul's minions guided Grallak's steps until he arrived here. While the other factions distrust the grimlocks, they provide a convenient buffer between the forces of Hextor and Vecna.

The area behind the western door in area **1** opens into a natural cavern that winds down a flight of stairs to area **12**.

Cave Features

The grimlocks lack both the time and the inclination to sculpt their environment. They dwell within the caves here, a series of winding passages punctuated by a large, U-shaped cavern. Travel through this area is difficult, as the party must contend with rough ground and sheer slopes. The grimlocks, accustomed to difficult travel through perilous terrain, navigate the caves with ease. The PCs are likely not as well adapted to the environment.

The caves are lightless, and the walls are rough and cracked, making them relatively easy (DC 10 Climb check) to scale. Unless otherwise noted, the cave floors are difficult terrain. They are pitted with shallow holes, rocks, and other debris that make travel difficult.

There are no doors, mundane or otherwise, in this area of the dungeon. The grimlocks lack the sophistication needed to construct them.

Grimlock Tactics

The caves are utterly dark. The grimlocks and their allies have no need for light. They take aim at any torches or lanterns the PCs carry, as they know of the chaos and fear that the dark strikes into surface dwellers. The article "Who's Afraid of the Dark?" from *Dragon* issue #322 also provides advice and ideas for running encounters in the dark.

The grimlocks attack any lanterns or torches the characters carry. The typical torch or sunrod has hardness 5 and 2 hit points. Lanterns have hardness 10 and 5 hit points. If the grimlocks destroy a light source, it immediately goes out.

The grimlocks can also make ranged attacks to destroy a light source. See the rules for attacking carried or worn objects on *Player's Handbook* page 165. Remember that objects only take half damage from ranged weapons.

If the grimlocks manage to extinguish the party's light sources, they use ranged attacks to harass them from a distance. The grimlocks do their best to keep the PCs confused and engage in melee only if forced into it.

Unlike the Hextorites, the grimlocks are poorly organized. They tend to rush into battle with little planning, allowing the PCs to defeat them piecemeal. While they lack tactical and strategic cunning, they are still tough fighters who give and expect no quarter.

12. Stone Forest (EL 3)

A forest of stalactites and stalagmites fills this cavern. The rocky formations make it difficult to see far ahead, as they choke most of this natural cave. The steady, rhythmic splash of water dripping into a puddle echoes through the chamber. The ground here is rough and uneven.

The grimlocks use this chamber as a guardroom. A few of their warriors keep watch here, using the stalactites to conceal themselves against intruders. Envoys from the temple of Hextor announce their presence at this room's entrance and never proceed any further without permission. Thus, the grimlocks move to attack anyone who enters or attempts to sneak into this place.

The stalactites and stalagmites provide cover. Squares with stalagmites are difficult to move through, requiring 4 squares worth of movement to enter.

Creatures: Three grimlocks keep watch here. They wear loincloths and fight with crude, stone morningstars and javelins. Each has several small, sharp stones stitched into his flesh in the pattern of a five-pointed star. The pattern is the size of a human palm and is a crude representation of Erythnul's holy symbol favored by primitive tribes. A DC 25 Knowledge (religion) check reveals this information.

Grimlocks (3): AC 17, touch 11, flat-footed 16; hp 11 each; *Monster Manual* 140. These grimlocks fight with morningstars rather than battleaxes, and carry heavy wooden shields and three javelins each.

Tactics: The grimlocks attempt to hide behind the stalactites and stalagmites, granting them a +2 bonus on all Hide checks. Assume that they take 10 on their Hide checks, for a total Spot DC of 21, or 23 if the grimlocks do not have their shields readied. One grimlock stands near the chamber's exit and uses his javelins against the party. If his two allies fall, he runs to area **13** to the south to warn his brethren.

13. The Ledge (EL 4)

The corridor turns to reveal another room choked with rocky formations. Stalagmites and stalactites block the line of sight ahead. Like the last chamber, this place has a rocky, uneven floor of natural stone. It slopes downward, and here and there rivulets of water flow southward.

This place provides an entrance to the great, U-shaped cavern that the grimlocks inhabit. This cave is at the top of the U's left, upper edge. More information on this great cavern, and the dangers involved in navigating its sheer walls, is given in areas **14** through **17**.

The grimlock kennel master, along with his two krenshar pets, stands guard here. The krenshars are kept in the area marked with a K on the map. The kennel master lurks at the edge of the chamber marked with a G.

The edge of this chamber is a cliff that drops 45 feet down. Iron spikes have been driven into the cliff face, making the Climb DC 10 to safely descend it.

At the eastern end of this chamber is a small campsite for the grimlocks who man the caves on this side of the horseshoe cavern. Ashes from a small fire along with several crude sleeping mats can be found here, marked with an A on the Caves of Erythnul map.

Creatures: The kennel master and his two krenshars fight to the death to protect this place. The krenshars cannot climb the slopes, and were transported here only after the grimlocks put together a crude litter to lift them. Thus, they have no place to run.

The gray-furred krenshars are underdark offshoots of their species. The kennel master wears a cloak fashioned from the fur of an gray-furred, subterranean dire ape. He wears a wolf skull mask painted red to resemble his pets' horrific visage.

GRIMLOCK KENNEL MASTER **CR 2**
Male grimlock fighter 1
CE Medium monstrous humanoid
Monster Manual 141
Init +1; **Senses** blindsight 40 ft.; Listen +2, Spot +2
Languages Common, Grimlock, Undercommon

AC 20, touch 11, flat-footed 19
hp 28 (3 HD)
Immune gaze attacks, visual effects, illusions
Fort +4, **Ref** +4, **Will** +2

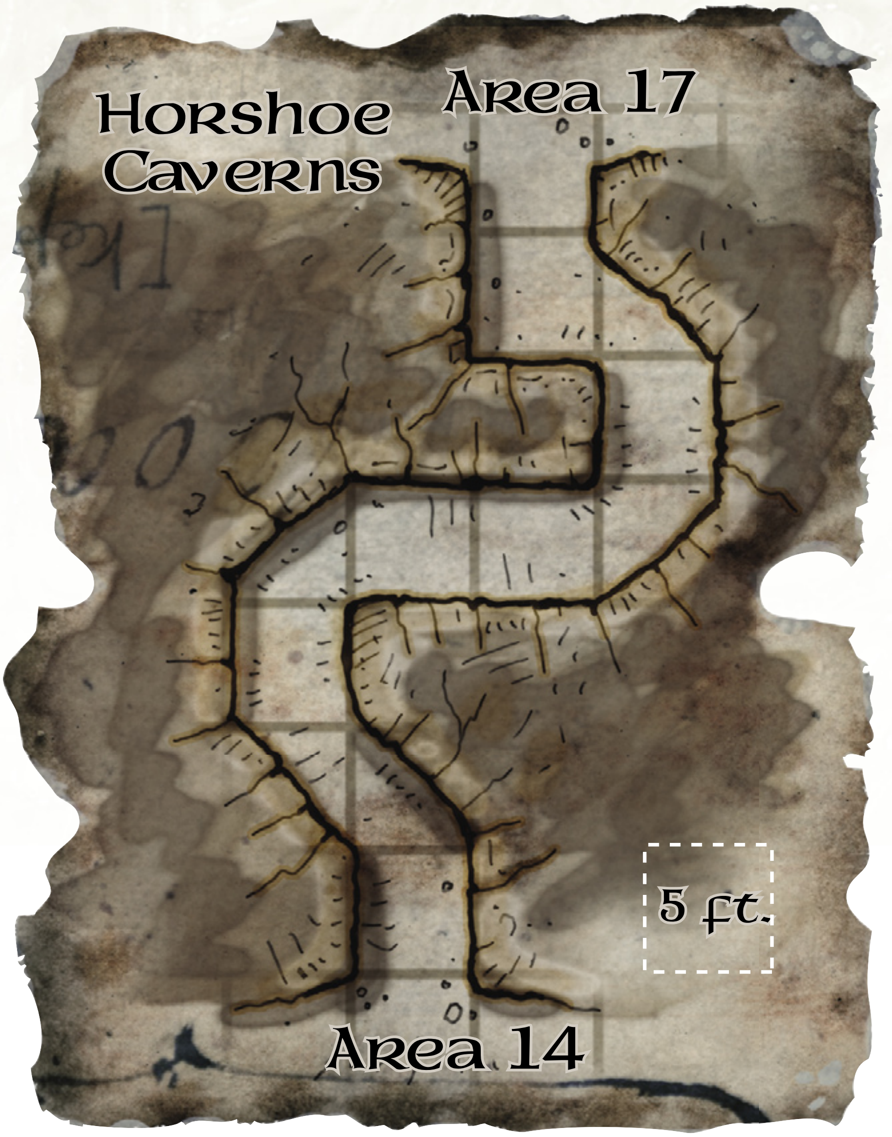
Spd 30 ft.
Melee mwk battleaxe +8 (1d8+3/×3)
Ranged composite longbow +4 (1d8+3/×3)
Base Atk +3; **Grp** +6
Combat Gear *potion of cure light wounds*, 2 *potions of remove fear*

Abilities Str 16, Dex 12, Con 15, Int 13, Wis 9, Cha 10
SQ scent
Feats Skill Focus (Handle Animal), Toughness, Weapon Focus (battleaxe)
Skills Climb +3, Handle Animal +9, Hide +1, Listen +2, Spot +2
Possessions combat gear, studded leather armor, masterwork battleaxe, composite longbow (+3 Str bonus) with 20 arrows, pouch with 5 gp

Krenshars (2): 11 hp; *Monster Manual* 163.

Tactics: The kennel master attempts to hide at his location (Spot DC 21, assuming he takes 10 and with his +10 racial bonus for using Hide in a rocky setting). As the PCs enter the room, he moves to block the exit and calls out to his krenshars to attack. The krenshars use their scare ability to drive the PCs down the cliff to area **14** via the iron spikes pounded into the wall. While the grimlocks normally attack the PCs' light sources, here they leave them intact so that intruders affected by the krenshars can spot and use the spikes. The grimlocks want to drive their enemies deeper into their lair so that the archers in area **14** can pick them off as they climb.

Treasure: If the PCs make a DC 15 Search of the campsite they find four agates worth 50 gp each and a large ruby worth 200 gp.



14–17. The Horseshoe Cavern

The following encounter areas require a thorough familiarity with the rules for the Climb skill and falling. The PCs must navigate a cavern shaped like a horseshoe, first climbing down the cliff in area **14** while grimlock archers pelt them with arrows, then across the cavern floor (area **16**) while risking an attack from the chokers in that area, and then back up a cliff face to area **17**. The PCs might also take the short cut through area **15**, but they must then face the grimlock barbarian who guards that passage. However, that might be preferable to battling her while trying to climb to area **17** from the cavern floor.

The grimlocks use the terrain to their advantage. They remain out of melee range, preferring to use their ranged weapons to whittle down the party's strength. If possible, they retreat to lure the PCs into a false sense of security before quietly moving forward to attack as they climb one the area's cliff faces.

14. Descent into the Dark (EL 4)

A great pit drops into darkness. Crude, iron spikes have been driven into the cliff face, offering you a convenient path downward. The shaft's roof is fifteen feet above the cliff's edge. Jagged stalactites hang from the ceiling.

Note that the description above assumes that the party lacks darkvision or a light source that can illuminate the stone shelf below them. If the PCs can see the shaft's bottom (it's 45 feet below) they can see that the spikes form handholds all the way to the bottom. The shaft's floor is covered with loose debris, a few shattered stalactites, and a number of stalagmites.

Creatures: Two grimlock fighters armed with bows hide amidst the rocks and debris of the shelf below and across from area **13**. Even if the PCs' light source reaches them, the archers use their natural coloration and the broken stones and other debris to hide. If they take 10 on their Hide checks, the Spot DC to notice them is 28.

The grimlocks' ledge is accessible by a series of spikes driven into the wall (Climb DC 10) leading from the tunnel at area **15** to their perch. The shelf they stand upon runs the entire length of the cliff face opposite area three at the height shown on the map.

If the grimlocks wish to travel to area **13**, they throw a rope up to the kennel master, who then anchors it while they tie it down to the ledge.

GRIMLOCK ARCHERS (2) CR 2
Grimlock fighter 1
CE Medium monstrous humanoid
Monster Manual 141
Init 3; **Senses** blindsight 40 ft.; Listen –1, Spot –1
Languages Common, Grimlock, Undercommon

AC 20, touch 13, flat-footed 17
hp 25 (3 HD)
Immune gaze attacks, visual effects, illusions
Fort +4, **Ref** +6, **Will** +2

Spd 30 ft.
Melee club +5 (1d6+2)
Ranged mwk composite longbow +8 (1d8+2/×3) or mwk composite longbow +6/+6 (1d8+2/×3)
Attack Options Rapid Shot, Point Blank Shot
Base Atk +3; **Grp** +6
Combat Gear three tanglefoot bags, 2 *potions of cure light wounds*

Abilities Str 14, Dex 16, Con 15, Int 10, Wis 9, Cha 6
SQ scent
Feats Point Blank Shot, Rapid Shot, Weapon Focus (longbow)
Skills Climb +7, Hide +8
Possessions combat gear, studded leather armor, club, masterwork composite longbow (+2 Str) with 40 arrows, 50 ft rope with grappling hook, pouch with 21 gp

Tactics: These two archers wait until no more than one or two PCs remain at area **13** before opening fire. They prefer to fire at PCs forced to clamber down the wall via the spikes. When a character starts to climb, one grimlock throws a tanglefoot bag at each climber while the other fires arrows. Remember to keep track of the archers' feats, particularly Point Blank Shot, and the range of their Blindsight ability (40 feet).

A character struck by a tanglefoot bag while climbing suffers its effects as normal. Determine his climbing speed and halve it for the bag's effects, if appropriate. If a character is trapped in place, he cannot continue to climb up or down, but he suffers the standard drawbacks for fighting and defending himself while climbing.

The archers continue to harass the party until the characters make it to the base of the shaft. While firing, they yell out in Grimlock to alert the guards nearby. The archers prefer to remain in their perch to catch the PCs by surprise if they attempt to retreat. As ranged specialists, they prefer to avoid melee at almost any cost.

Treasure: The two grimlocks have a set of fine, ivory dice they looted from a drow war party. The dice have small gems set in their faces to mark the Drow numerals on each side. They are worth 300 gp each.

15. The Tunnel (EL 4)

> This cave is little more than a wide crack in the rocks. Five feet wide and perhaps six feet tall, it provides a jagged, twisty passage.

Use the Horseshoe Caverns diagram if the characters attempt to pass through this tunnel. The grimlocks use it to avoid their ex-allies in area **16**.

Fighting in the tunnel's enclosed space is difficult with larger weapons. Creatures larger than Medium must squeeze through parts the passage. Any Medium creature fighting with a one-handed or larger weapon suffers a –4 penalty on attacks for squeezing. Light weapons function without penalty.

The far end of the passage ends in a small, stone ledge with a crude rope bridge providing access to another narrow, rocky outcropping and a steeply sloped tunnel heading up and to the south.

Creatures: A single grimlock barbarian, a feral, wild creature, lurks within the passage. Normally, this brute waits near the tunnel's southern edge, but if she hears the sounds of battle from area **14** she moves into the passage to intercept any intruders.

This grimlock wears battered armor and wields two dull, rusty knives. Her hair is long, knotted, and grimy with dirt, mud, and dust. She has a haggard appearance, with a gaunt, ropey physique.

GRIMLOCK BARBARIAN CR 4
Female grimlock barbarian 3
CE Medium monstrous humanoid
Monster Manual 141
Init +2; **Senses** blindsight 40 ft.; Listen –1, Spot –1
Languages Common, Grimlock

AC 20, touch 12, flat-footed 18; uncanny dodge
hp 44 (5 HD)
Immune gaze attacks, visual effects, illusions
Fort +5, **Ref** +6, **Will** +3

Spd 40 ft.
Melee mwk dagger +10 (1d4+3/19–20) or mwk dagger +8 (1d4+3/19–20) and mwk dagger +8 (1d4+1/19–20)
Ranged sling +7 (1d4+3)
Base Atk +5; **Grp** +8
Atk Options rage 1/day
Combat Gear *potion of bull's strength*, *potion of cat's grace*, 2 *potions of cure light wounds*

Abilities Str 16, Dex 15, Con 15, Int 8, Wis 9, Cha 7
SQ scent, trap sense +1
Feats Two-Weapon Fighting, Weapon Focus (dagger)
Skills Climb +11, Hide +8

Possessions *+1 studded leather armor*, 2 masterwork daggers, sling with 10 bullets, pouch with 21 gp

Rage (Ex): While she is raging, the grimlock barbarian's stats change as follows:

hp 54

AC 18, touch 10, flat-footed 16; uncanny dodge

Melee mwk dagger +12 (1d4+5/19–20) or
mwk dagger +10 (1d4+5/19–20)
mwk dagger +10 (1d4+2/19–20)

Ranged sling +7 (1d4+5)

Grp +10

Fort +7, **Will** +5

Abilities Str 20, Con 19

Skills Climb +13

Tactics: The grimlock lurks in the passage waiting for approaching PCs if she hears the sounds of battle from area **14**. Otherwise, she keeps watch at the base of the rope bridge to area **12**. If she spots PCs below her in area **16**, she waits until they battle the chokers. If they defeat them, she quaffs her *potion of bull's strength*, rages, and then leaps down upon them, taking 2d6 falling damage. In her lust for battle, she pays little mind to such incidental injuries.

Treasure: In addition to her equipment, the barbarian has several trophies from a drow priestess that she slew. In a bloodstained burlap sack are 200 gp, the preserved head of a female dark elf, and a *wand of cure light wounds* (34 charges).

16. Choker Tunnels (EL 4)

The cavern's floor is choked with loose rubble, fallen stalactites, and other debris. Here and there, stalagmites poke up through the loose rocks. Ahead, a ten-foot-wide passage opens in the far wall.

The passage is 10 feet wide and nearly 8 feet tall. If the characters enter the area beyond, read or paraphrase the following.

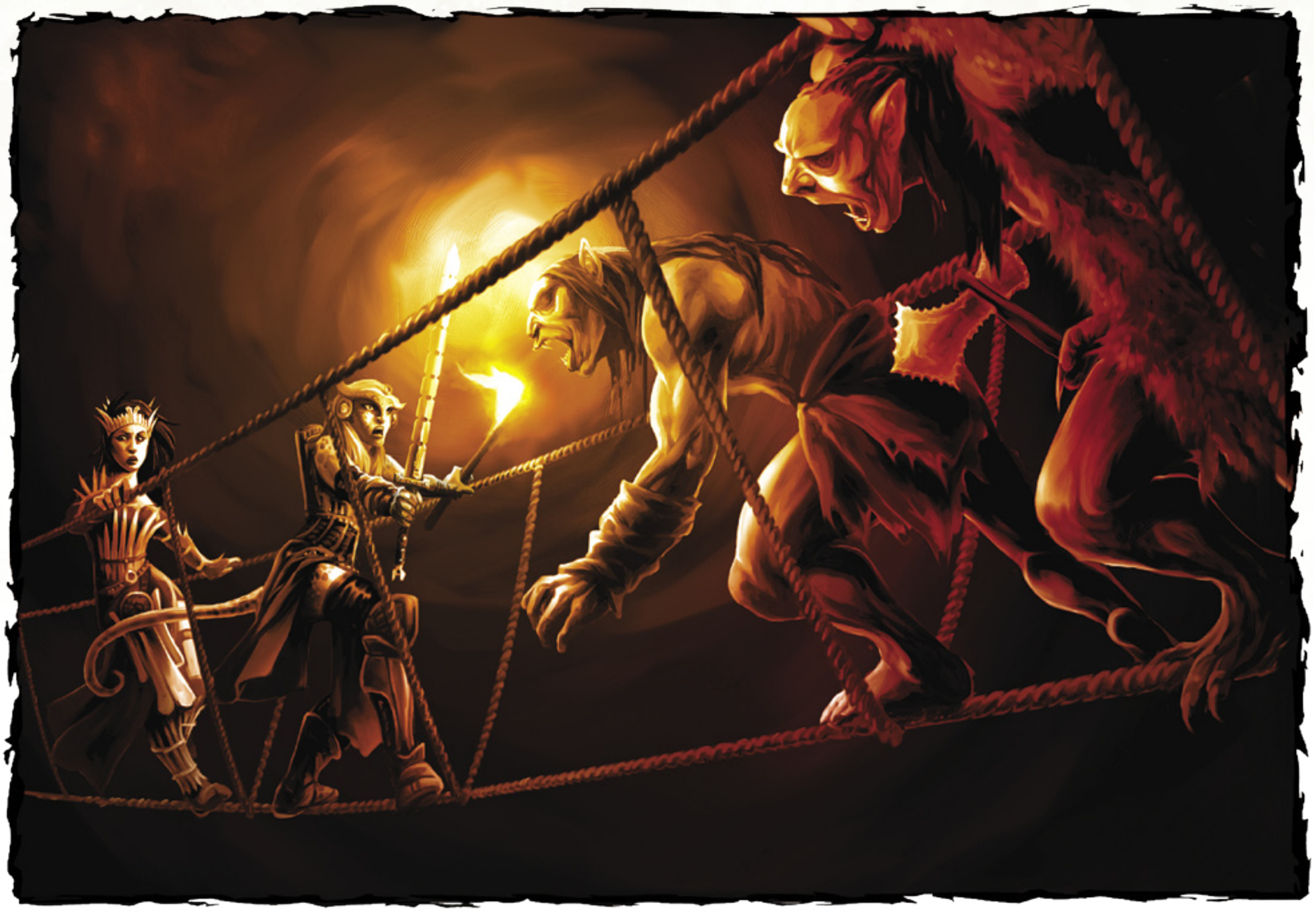
The passageway emerges at the base of another shaft. A large pile of rocks and stony debris is piled in the corner ahead, while above, a crude rope bridge links a stone shelf almost directly overhead to a second shelf set thirty feet up on the opposite wall.

In their religious fervor to reach this place, the grimlocks were forced to tunnel through several feet of rock. When they reached this shaft, they pushed the accumulated debris down it. The debris pile is both difficult ground and a steep slope. Thus, it costs 4 squares of movement to enter each square it covers.

Creatures: A pair of chokers hides in this area. The grimlocks drove them from their original lair to this pit. Thus far, they have managed to survive on rats and other vermin, but eventually starvation will do them in. They hide in the debris pile and lash out at any character that draws close. Their hunger drives them to attack, even if they are outnumbered.

Chokers (2): hp 16, *Monster Manual* 34.

Tactics: The two chokers fight to the death. They attempt to hide at the top of



the pile, next to the shaft's wall, and watch the PCs' movements. If a character draws within reach, they attack. Otherwise, they wait until the PCs attempt to climb the wall. At that point, they attack.

Treasure: The chokers hide the remains of their past victims within the debris pile. Here, a DC 15 Search check uncovers the gnawed bones of two grimlocks along with a broken morningstar, a leather necklace set with four rubies worth 200 gp, and a cold iron longsword.

17. The Bridge (EL 3)

The rope bridge sways slightly, stirred by the almost imperceptible movement of air in this cavern. It consists of three lengths of rope arranged in a V-shape. The lower point of the V serves as a foothold, while the upper arms allow one to hold steady as they cross.

While the rope bridge appears fragile, the grimlocks took care to ensure that it is sturdy enough to hold them. Crossing the bridge is a slow, deliberate process at best. The bridge sways precipitously, while the rope has an unnerving tendency to creak and shudder as it bears weight.

Characters can move across the bridge at one quarter their normal speed without making a Balance check. A PC who wants to move at half speed must make a DC 10 Balance check. Moving at full speed requires a DC 15 Balance check. Increase these checks by +5 if the PCs only use one hand to steady themselves, or by +10 if they use no hands.

On a failed Balance check, a PC makes no progress. If the check is failed by 5 or more, the character falls from the bridge and suffers the appropriate falling damage. If the chokers in area **16** are still active, they move to attack.

Creatures: The three grimlocks on guard duty here wait a few feet up the passage on the far side of the shaft. They are unnerved by the feral grimlock at area **15** and prefer to remain out of sight. If they hear anyone crossing the bridge, they move out to defend the ledge.

Grimlocks (3): AC 17, touch 11, flat-footed 16; hp 11 each; *Monster Manual* 140. These grimlocks fight with morningstars rather than battleaxes, and carry heavy wooden shields and three javelins each.

Tactics: The grimlocks throw their javelins at anyone on the bridge and in range of their blindsight. If two grimlocks fall, the third one attempts to flee and warn its allies in area **18**.

The grimlocks would rather not damage the bridge, as it took many hours of intensive labor to build it. However, they may attempt to disturb it to send the PCs tumbling to the cavern floor. As a full-round action, two grimlocks adjacent to the bridge can grab and shake it. Any PCs on the bridge must make a DC 10 Reflex save to avoid being shaken off the bridge.

18. Cliff Chamber (EL 3)

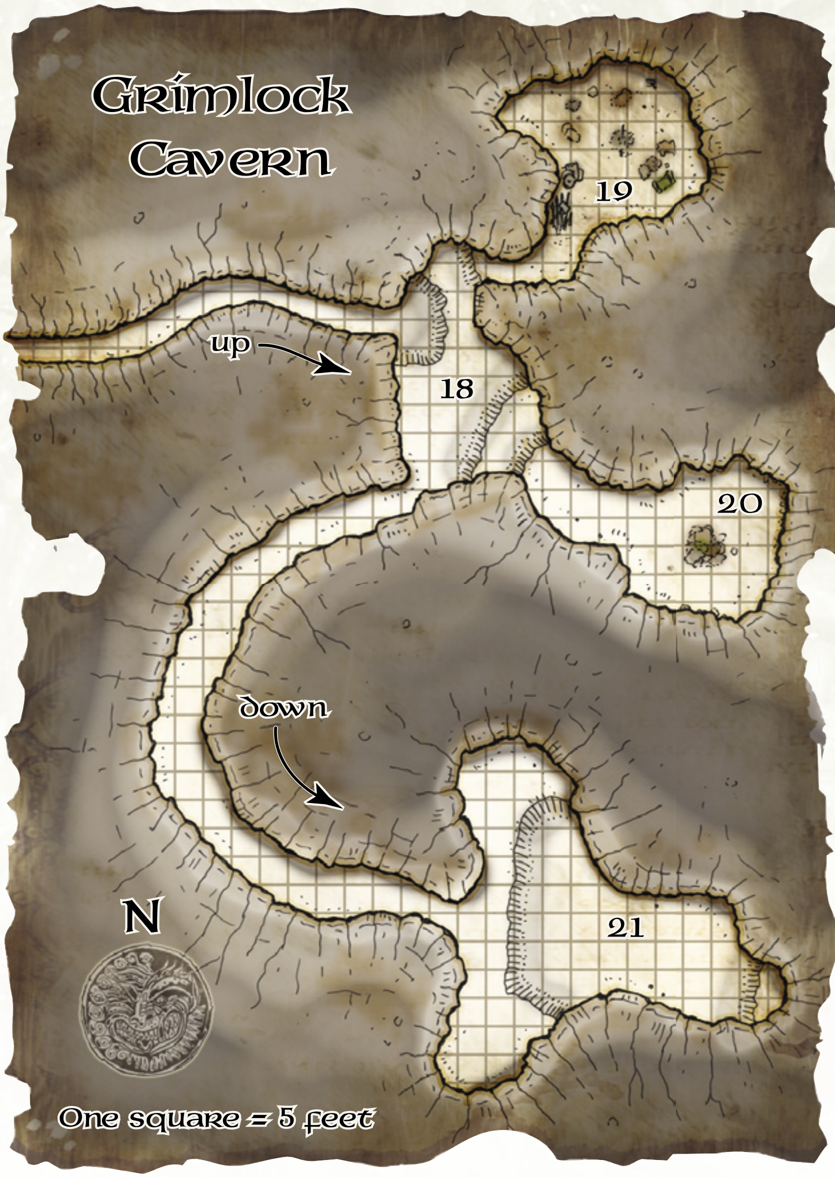
The roof of this large cavern glistens twenty feet above and is traced with faint veins of iron ore. The quarters here are tight and cramped. Barely ten feet to the east, the cavern floor rises up into a nearly vertical slope.

This rough, uneven chamber consists of a series of sharp slopes leading upward. Each contour line on the map represents about a ten-foot rise. The characters can climb these slopes with a DC 5 Climb check.

Creatures: Two grimlocks stand guard here just outside room **19**. Unless alerted, they pay little attention to their duties. They wrestle, sharpen their weapons, and talk loudly, granting them a –5 penalty on all Listen and Spot checks.

Grimlocks (2): AC 17, touch 11, flat-footed 16; hp 11 each; *Monster Manual* 140. These grimlocks fight with morningstars rather than battleaxes, and carry heavy wooden shields and three javelins each.

Tactics: The grimlocks try to use their longspears to attack PCs as they climb the sharp slopes in this chamber. Once they spot intruders, they shout for help. The monsters in areas **19** and **20** arrive in 1d6 rounds. Roll separately for each area.



19. Common Chamber (EL 5)

The scent of rotting meat and offal fills the air here. Moldering furs, crude bedrolls, and other signs of a campsite cover the floor of this large, natural cave. Spears and crude axes are piled near the entrance to the left, along with a disorganized stack of shields.

The grimlocks use this place as a general barracks. Normally, six of them rest here in between their guard duties in the outer areas of the cave. These grimlocks, like the guards in area **18**, do not expect trouble. They suffer a –5 penalty on Listen and Spot checks as they argue, eat, or sleep.

Creatures: The six grimlocks do not carry their weapons. They must stop to pick them up on their way out of this room. If the PCs enter this room without alerting the guards, the grimlocks are unarmed.

Grimlocks (6): AC 17, touch 11, flat-footed 16; hp 11 each; *Monster Manual* 140. These grimlocks fight with morningstars rather than battleaxes, and carry heavy wooden shields and three javelins each.

Tactics: The grimlocks fight to the death. They are fanatics to Erythnul's cause and are ready to die to protect their leader. They consider him a revered prophet.

Treasure: The grimlock warriors keep their personal treasure here, hidden in a variety of small nooks and hollows. There are four treasure caches in the room. Each requires a DC 20 Search check to uncover. The first cache contains a jade figurine of Erythnul worth 200 gp, the second holds 50 gp in coins, the third has three garnets worth 50 gp each, and the fourth contains a silver necklace set with three gems worth 100 gp.

20. Chieftain's Lodge (EL 4)

This chamber presents a macabre sight. A bewildering variety of humanoid and monstrous skulls are mounted on the walls just outside this chamber with crude, iron spikes. The chamber beyond is a small, cramped space that smells strongly of damp earth. A great pile of furs and blankets lies in the center of the room.

If the PCs manage to slip past the guards in area **18**, the chieftain is here feasting on a fistful of hallucinogenic mushrooms. He sits atop his pile of bedding, jabbering and howling in Grimlock.

Creatures: The grimlock chieftain is a fearsome warrior, though his mind is almost utterly sundered. In his fanatical drive to achieve religious enlightenment, he has taken to ingesting massive amounts of psychotropic fungi. He believes that the PCs are heralds of Erythnul sent to test him. As he attacks, he screams taunts at them in Common and bids them to carry his regards to Erythnul.

The chieftain's body is covered with ritual scars and tattoos. They form a pattern of a holy symbol of Erythnul on his chest. His head is shaved bare, while his ears are studded with crude bone piercings.

GRIMLOCK CHIEFTAIN CR 4
Male grimlock barbarian 3
CE Medium monstrous humanoid
Monster Manual 141
Init 2; **Senses** blindsight 40 ft.; Listen –2, Spot –2
Languages Common, Grimlock

AC 21, touch 12, flat-footed 19
hp 49 (5 HD)
Immune gaze attacks, visual effects, illusions
Fort +6, **Ref** +6, **Will** +2

Spd 40 ft.
Melee mwk greataxe +11 (1d12+6/×3)
Base Atk +5; **Grp** +9
Atk Options rage 1/day

Combat Gear *potion of cure light wounds*

Abilities Str 18, Dex 15, Con 16, Int 10, Wis 6, Cha 10

SQ scent, trap sense +1

Feats Power Attack, Weapon Focus (greataxe)

Skills Climb +12, Hide +5, Intimidate +8, Move Silently +5

Possessions *+1 mithral shirt*, masterwork greataxe, pouch with 30 gp

Rage (Ex): While he is raging, the grimlock chieftain's stats change as follows:

hp 59

AC 19, touch 10, flat-footed 17; uncanny dodge

Melee mwk greataxe +13 (1d12+6/×3)

Grp +11

Fort +8, **Will** +4

Abilities Str 22, Con 20

Skills Climb +14

Tactics: The chieftain is a simple, brutal warrior and a bully at heart. He seeks out the weakest-looking character and charges him in melee, ignoring other targets and even taking attacks of opportunity to pursue his chosen victim.

Treasure: The chieftain keeps his treasure mingled amidst his bedding. His personal cache consists of 4 rubies worth 100 gp each, 150 gp in coins kept within a leather pouch, a jeweled statuette of a drow warrior worth 450 gp, and a *Heward's handy haversack*.

21. Temple to Erythnul (EL 6)

This long passage through the rocks winds down and down, deeper into the ground. It curves ahead like a spiral. The air grows musty and sickening with the scent of rotting flesh. Eventually, the passage opens into a wide cavern, where it ends at the top of a short cliff that stands ten feet above the cave floor below. From ahead, the dim glow of a lantern or small fire casts a dull, red glow.

This place is the domain of Grallak Kur, the prophet of Erythnul who led the grimlocks on their unholy pilgrimage to this place. Grallak spends his time here deep in meditation, communing with Erythnul to learn that dreaded god's wishes. Already, Grallak's divine insights have greatly helped the temple of Vecna in its quest to raise the Ebon Aspect from the pool in area **1**.

In order to ensure his tribe's dedication to the Ebon Triad, Grallak Kur collapsed the passage that once led out of this cavern deeper into the Underdark, blocking any chance of escape.

Creatures: Grallak perches atop a small stone ledge 10 feet above a smoldering fire. He tosses strange powders and mushrooms onto the fire. As he inhales the burning fumes, Erythnul's visions come to him. His three servants, a trio of grimlock warriors, watch over him and tend to the fire. One keeps watch on the entrance to the temple. The grimlocks are under strict orders to never disturb Grallak. Thus, the guards assume that intruders are at hand if anyone approaches.

Grallak keeps a knotted rope anchored to his ledge. If he must climb down, he uses a move action to drop the rope to the floor, then clambers down (Climb DC 5).

Grallak has sewn preserved eyes of a beholder into his empty eyesockets, giving him the strange, wide-eyed look of a madman. His hair is cut short and dyed red, while a holy symbol of Erythnul is branded into his chest. His teeth are filed into fang-like points.

His three guardians are the most fanatical worshipers of Erythnul among the grimlocks. They wear bronze masks that resemble holy symbols of Erythnul, while their flesh is studded in dozens of places with small, sharp bone piercings.

GRALLAK KUR **CR 5**

Male grimlock cleric 4

CE Medium monstrous humanoid

Monster Manual 140

Init +5; **Senses** blindsight 40 ft.; Listen +4, Spot +4

Languages Common, Grimlock

AC 22, touch 11, flat-footed 21

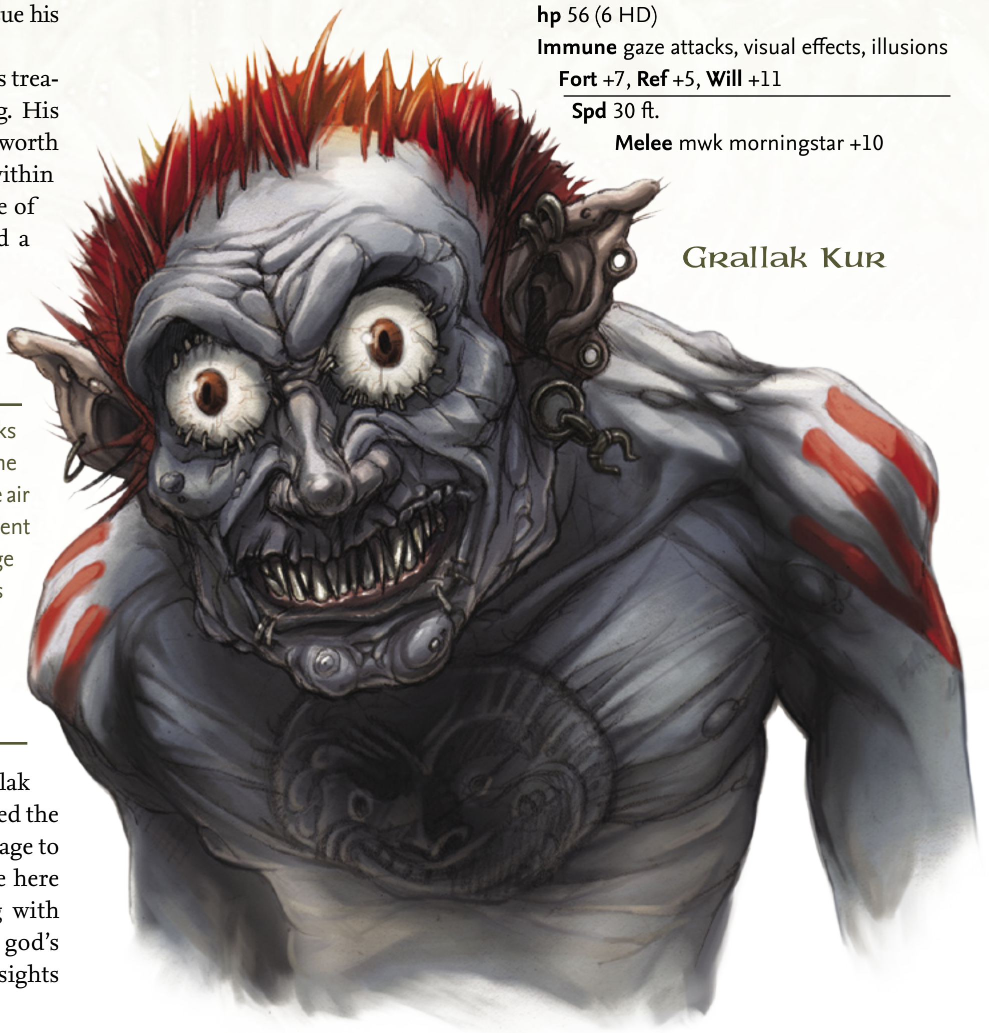
hp 56 (6 HD)

Immune gaze attacks, visual effects, illusions

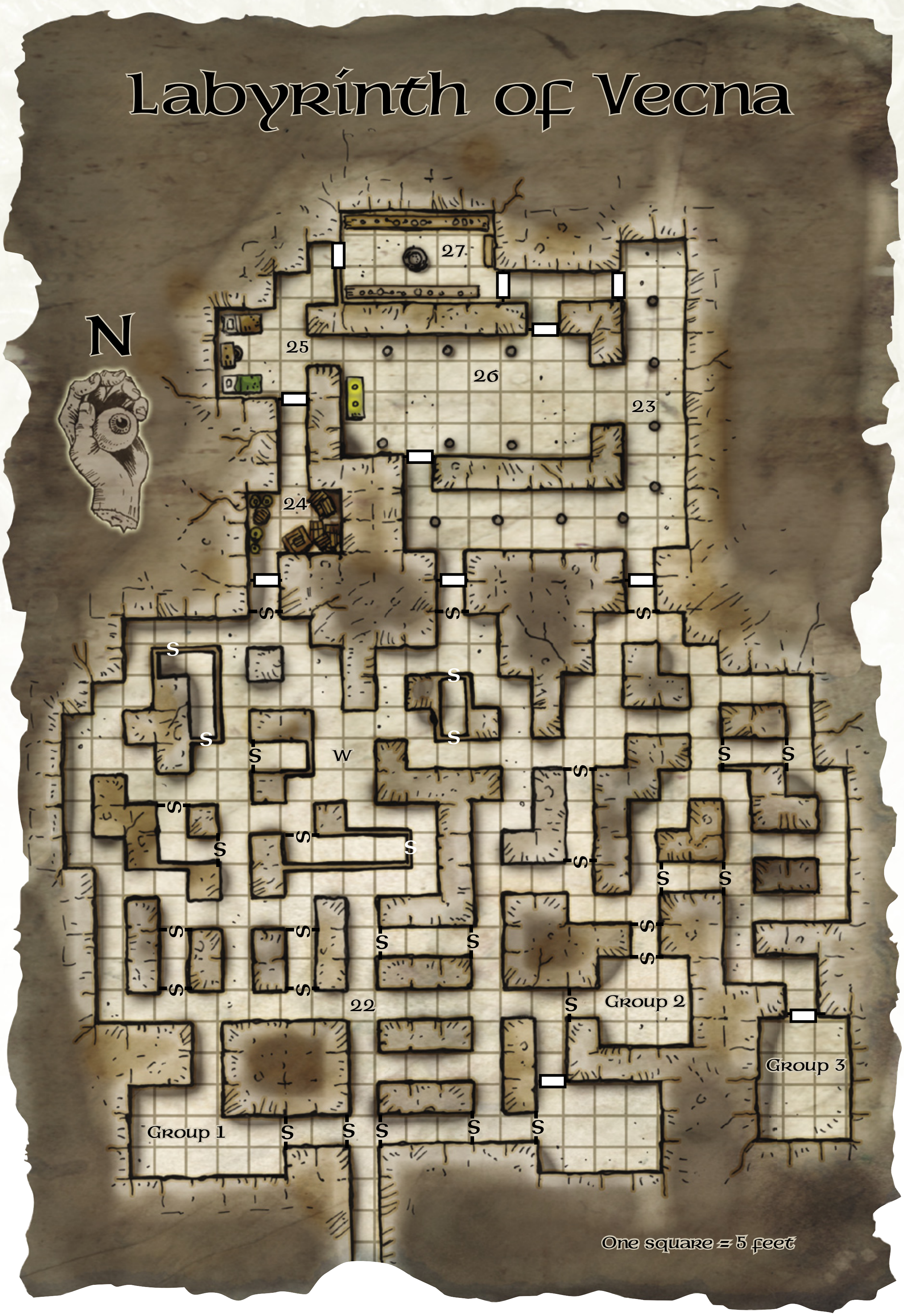
Fort +7, **Ref** +5, **Will** +11

Spd 30 ft.

Melee mwk morningstar +10



Grallak Kur


Labyrinth of Vecna
N
27
25
26
23
24
W
S
22
Group 1
Group 2
Group 3
One square = 5 feet

(1d8+3)
Base Atk +5; **Grp** +8
Combat Gear *potion of cure light wounds*
Spells Prepared (CL 4th):
  2nd—*hold person* (DC 16), *invisibility*D, *sound burst* (DC 16), *spiritual weapon*
  1st—*cause fear* (DC 16), *divine favor*, *entropic shield*, *magic weapon*D, *obscuring mist*
  0—*create water*, *cure minor wounds*, *detect magic*, *resistance*, *virtue*
  D: Domain Spell; Domains: Trickery, War

Abilities Str 16, Dex 12, Con 16, Int 10, Wis 18, Cha 12
SQ rebuke undead, scent, spontaneous casting (inflict spells)
Feats Combat Casting, Improved Initiative, Spell Focus (necromancy), Weapon Focus (morningstar)B
Skills Climb +4, Concentration +12, Knowledge (religion) +3
Possessions combat gear, *+1 banded mail*, masterwork morningstar, *brooch of shielding* (82 points), pouch with 42 gp, silver key

Grimlocks (6): AC 17, touch 11, flat-footed 16; hp 11; *Monster Manual* 140. These grimlocks fight with morningstars rather than battleaxes, and carry heavy wooden shields and three javelins each.

Tactics: The three grimlock guards use their longspears to hold off the characters. The guards adopt a position to attack the PCs while the characters must climb down the sharp slope to the cavern floor. Grallak Kur uses his magic to harass the PCs. He starts with *entropic shield* to protect against ranged attacks, then uses *spiritual weapon* and *hold person* on the party, targeting the former against a lightly armored spellcaster and the later against any tough-looking warriors. He then follows that with a mix of *cause fear* and *sound burst*. If he must venture into melee, he prefers to use *divine favor* and *invisibility* to boost himself as he moves to attack.

Treasure: Grallak Kur keeps his treasure hidden behind a large rock wedged into a corner of the room. Uncovering it requires a DC 20 Search check. His cache consists of 500 gp in coins, a silver holy symbol of Lolth worth 200 gp despite the great hacks and gashes cut into it, a pearl necklace worth 400 gp, and a *rope of climbing*.

In addition, Grallak carries two scrolls that summarize his latest visions. They are written in Common, as they are meant for the Faceless One, but the rambling, disjointed style is difficult to comprehend. A DC 10 Decipher Script check uncovers their basic intents. The letters state that a great power stirs, and that a swarm of worms is at hand. It speaks of a power growing in the pool of the Dark Cathedral, a power that will serve the Ebon Triad as a champion, but that a still greater force drives the power of evil forward. One passage in particular stands out: "At last the will of the Ebon Triad be done. With the return of great Kyuss, the Age of Worms is finally upon us!"

PART FOUR: THE LABYRINTH OF VECNA

The Faceless One and his followers knew that they had uncovered one of Vecna's great secrets when they discovered this strange labyrinth directly north of the Overgod's bubbling pool. Powerful magic flows through this place, and the Faceless One suspects that at one time in the distant past Vecna himself dwelled within these halls.

The labyrinth of Vecna is a twisting series of passages honeycombed with secret doors. These portals open easily for Vecna's worshipers, but heretics are unlikely to find them without an extensive search. With luck and diligence, the PCs can find the secret doors that lead to the labyrinth's inner sanctum.

Labyrinth Features

The passages here are smooth, expertly crafted stone hallways and chambers. The doors are made of stone and are set on perfectly aligned hinges that allow them to open noiselessly.

The doors have hardness 8, 30 hit points, and a break DC of 30. The secret doors found throughout this area have the same stats. A worshiper of Vecna can find them automatically—the magic of this place makes the door obvious to the faithful. They hear lingering whispers in a strange, primordial tongue that pulls their attention to the hidden doors. More impressively, a worshiper of Vecna can cause these doors to open and close by merely willing it to be so. A Vecna cultist may open or close one door in this manner per round as a free action. Nonbelivers must make a DC 25 Search check to find the doors, and must take move actions to open them.

Inner Sanctum Features

Areas **23** through **27** of this portion of the dungeon comprise the inner sanctum of Vecna. These chambers are well-built, with smooth, polished floors and expertly crafted features. The doors and secret doors are as described above. In addition, these rooms are lit by *continual flame* spells cast upon the walls at 20-foot intervals.

22. The Labyrinth
(EL Varies, see below)

A smooth, gray, stone corridor stretches about thirty feet ahead before it comes to an intersection. The stonework here is smooth and expertly crafted.

This portion of the Dark Cathedral requires a bit of explanation. It consists of a maze inhabited by a small band of kenku rogues, sinister bird-men often associated with Vecna. These cultists defend the inner sanctum to the death. When they notice that heretics have entered their domain, they use the secret doors honeycombed through this area to surround and attack intruders from all sides.

The labyrinth is intentionally sized so that you can fit the entire thing on the typical battlemat. The black and white side of the battle grid bound into the *Dungeon Master's Guide* is big enough to fit the entire maze. If you use a different grid, it should be 28 by 19 squares to fit the entire maze. Check the map to ensure that you place the starting point at the right place to map the entire maze. You should start the PCs at the 10th square from the left corner, along the long edge of the grid.

The "Labyrinth Features" section above details the secret doors and mundane doors found in this area.

The three chambers marked Group 1, Group 2, and Group 3 are campsites for groups of kenkus. Each of these rooms has bed rolls, crates of food, barrels of water, and other supplies. The labyrinth's dire weasel guardians start in the area marked W.

Creatures: Four groups of monsters inhabit the labyrinth, three small bands of kenkus and a pair of dire weasels trained to patrol the maze. Each group is treated as a separate encounter.

Group 1 (EL 4): These six kenku rogues are charged with watching over the entrance to the labyrinth. They use a small peep hole in the secret passage east of their campsite to watch the entrance.

Labyrinth Denizens (6) CR 1

Kenku rogue 1

NE Medium humanoid (kenku)

Monster Manual III 87

Init +4; **Senses** low-light vision; Listen +5, Spot +5

Languages Common, Goblin, Kenku

AC 17, touch 14, flat-footed 13

hp 7 (1 HD)

Fort +1, **Ref** +6, **Will** +1

Spd 30 ft.

Melee club +0 (1d6) and claw –5 (1d3)

Ranged mwk light crossbow +5 (1d8/19–20)

Base Atk +0; **Grp** +0

Atk Options sneak attack +1d6, great ally

Combat Gear *potion of shield of faith (+2)*, vial of alchemist's fire

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Abilities Str 10, Dex 18, Con 12, Int 13, Wis 12, Cha 10

SQ mimicry, trapfinding

Feats Rapid Reload

Skills Bluff +5, Disable Device +5, Hide +10, Listen +5, Open Lock +8, Move Silently +10, Search +5, Spot +5, Tumble +8

Possessions combat gear, masterwork studded leather, club, masterwork light crossbow with 20 bolts, 5 sunrods, pouch with 7 gp

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Great Ally (Ex): When successfully aided on a skill check or attack roll by an ally, or when aiding another, a kenku applies or gains a +3 bonus on its check or attack roll. Furthermore, a kenku gains a +4 bonus on attack rolls against an opponent flanked by an ally.

Mimicry (Ex): A kenku can perfectly mimic familiar sounds, voices, and accents. This ability does not enable the kenku to speak languages it can't normally speak. To duplicate a specific individual's voice, a kenku makes a Bluff check. A listener familiar with the voice being imitated must succeed on an opposed Sense Motive check to discern that the voice isn't genuine.

Group 2 (EL 4): A second group of six kenku rogues serves as backup to group 1. They move out to stalk the maze if they receive word of trouble from their brethren.

Labyrinth denizens (6): hp 6; see stat block above.

Group 3 (EL 6): This band of kenku includes the kenku leader, his sorcerer lieutenant, and 2 rogues. If the kenku leader hears word from groups 1 or 2, he moves his followers to the secret doors just south of the inner sanctum to ambush anyone who comes too close to the secret chambers.

Kenku Boss CR 4

Male kenku rogue 4

NE Medium humanoid (kenku)

Monster Manual III 87

Init +4; **Senses** low-light vision; Listen +9, Spot +9

Languages Common, Goblin, Kenku

AC 17, touch 14, flat-footed 13; uncanny dodge

hp 26 (4 HD)

Fort +3, **Ref** +8, **Will** +3; evasion

Spd 30 ft.

Melee club +3 (1d6) and claw –2 (1d3)

Ranged mwk light crossbow +7 (1d8/19–20)

Base Atk +3; **Grp** +3

Atk Options Point Blank Shot, sneak attack +2d6, great ally

Combat Gear *necklace of fireballs* (type I: 1 5d6, 2 3d6 *fireballs*), *potion of shield of faith (+2)*, vial of alchemist's fire

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Abilities Str 10, Dex 18, Con 14, Int 13, Wis 14, Cha 10

SQ mimicry, trap sense +1, trapfinding

Feats Rapid Reload, Point Blank Shot

Skills Bluff +8, Disable Device +8, Hide +13, Listen +9, Open Lock +11, Move Silently +13, Search +8, Spot +9, Tumble +11

Possessions combat gear, masterwork studded leather, club, masterwork light crossbow with 20 bolts, *elixir of hiding*, *elixir of sneaking*, *elixir of vision*, 5 sunrods, pouch with 7 gp

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Great Ally (Ex): When successfully aided on a skill check or attack roll by an ally, or when aiding another, a kenku applies or gains a +3 bonus on its check or attack roll. Furthermore, a kenku gains a +4 bonus on attack rolls against an opponent flanked by an ally.

Mimicry (Ex): A kenku can perfectly mimic familiar sounds, voices, and accents. This ability does not enable the kenku to speak languages it can't normally speak. To duplicate a specific individual's voice, a kenku makes a Bluff check. A listener familiar with the voice being imitated must succeed on an opposed Sense Motive check to discern that the voice isn't genuine.

Kenku Lieutenant CR 2

Kenku sorcerer 2

NE Medium humanoid (kenku)

Monster Manual III 87

Init +3; **Senses** low-light vision; Listen +6, Spot +3

Languages Common, Kenku

AC 13, touch 13, flat-footed 10

hp 8 (2 HD)

Fort +1, **Ref** +4, **Will** +4

Spd 30 ft.

Melee club +1 (1d6) and claw –4 (1d3)

Ranged mwk light crossbow +5 (1d8/19–20)

Base Atk +1; **Grp** +1

Atk Options Point Blank Shot, great ally

Combat Gear *wand of magic missiles* (38 charges), *Quall's feather token (whip)*, *potion of shield of faith (+2)*, vial of alchemist's fire

Spells Prepared (CL 2nd; +4 ranged touch):

1st (5/day)—*grease* (DC 13), *ray of enfeeblement*

0 (6/day)—*acid splash*, *daze* (DC 12), *dancing lights*, *detect magic*, *light*

Abilities Str 10, Dex 16, Con 12, Int 10, Wis 12, Cha 14

SQ mimicry, summon familiar (bat)
Feats Alertness (as long as familiar is in arm's reach), Point Blank Shot
Skills Concentration +3, Hide +7, Listen +4, Move Silently +7, Spot +3
Possessions club, masterwork light crossbow with 20 bolts, 2 *Quall's feather tokens (bird)*, 5 sunrods, pouch with 32 gp

Labyrinth denizens (2): hp 6; see stat block above.

The Weasels (EL 4): Two crafty dire weasels patrol the passages. If they catch the scent of any non-kenkus, they sound a horrific shrieking call before charging into battle. Make Listen checks for any kenkus in the area. They move to ambush the attackers if they hear the attack.

Dire Weasels (2): hp 13; *Monster Manual* 65.

Tactics: The kenkus rely on stealth to overcome their foes. They use Hide and Move Silently to stalk the labyrinth, and move toward any light sources they spot. A group typically moves in trios, with two kenkus hiding while the third uses his mimicry ability to lure the PCs ahead or drive them into an ambush.

The kenkus duplicate the PCs' voices, or create the sounds of a humanoid in distress to draw the PCs into an attack. They can mimic the dire weasel's shrieks, and they have also heard enough of the Beast (the Hextorites' dire boar) to mimic it. In general, assume that the kenkus can mimic any creature of CR 4 or lower.

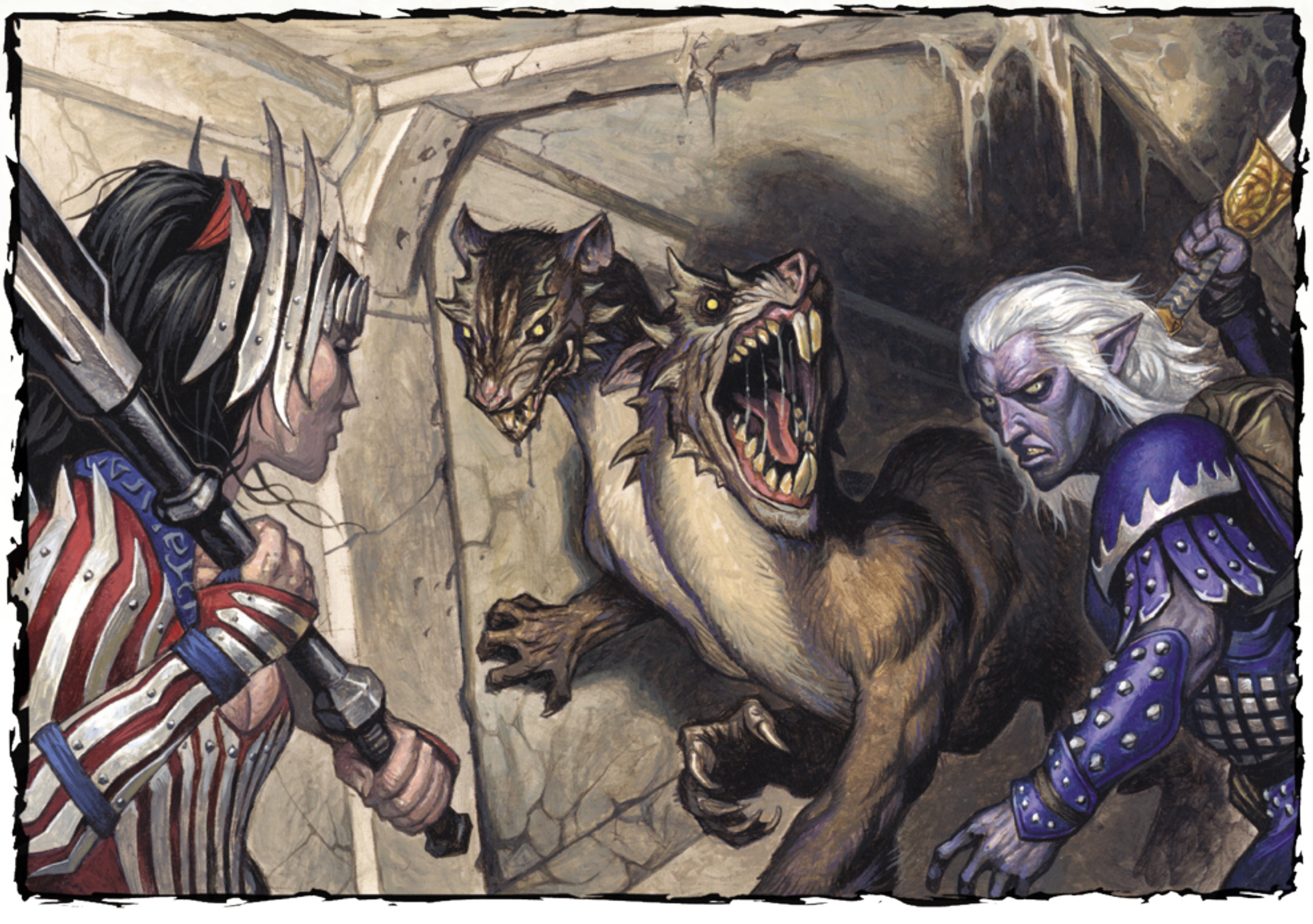
Managing this encounter requires a fair amount of work. It is best to make a copy of the map that you can use to track the kenkus' movement. If your battle grid is large enough, you can draw the maze for the PCs as they move along. While this might not be realistic, since it gives the players a bird's eye view of the portions of the maze they have explored, it makes it far easier to keep track of everything.

Keep track of the monsters' initiative, movement, and so forth as normal. They should make Spot and Listen checks to track the PCs, though if the characters have a light source the kenkus can spot them with ease. The kenkus never use light unless the party travels in darkness. In that case, they light torches and throw them away from their position to give themselves sufficient light to fight by without revealing themselves.

Since the kenkus rely on stealth and careful teamwork, they do not simply mob the party. Instead, each group in turn attempts to defeat the PCs. The corridors in the labyrinth are too narrow for more than a few kenkus to effectively work together.

Treasure: The three groups each keep their treasure in the rooms they use as quarters.

Group 1 has a total of 300 gp in coins scatted about their bedrolls and camping gear. Group 2 has another 200 gp in coins, along with a small lockbox (Open Lock DC 20) that holds two



small diamonds worth 100 gp each. Group 3 has another 300 gp and a pair of *eyes of the eagle* kept hidden within a hollow in the floor of their chamber (Search DC 20).

23. Outer Sanctum

This ten-foot-wide, L-shaped passage is broken up by a series of slender, marble columns that run down its center. Strange patterns of wispy green veins writhe and undulate within the stone. The floor here consists of square, bone-white tiles that measure about a foot across. The walls are made of a dull gray marble covered with strange, circular bulges in an irregular pattern.

This is the outer sanctum of the temple of Vecna. This place was created thousands of years ago, when Vecna was still a living mortal being. When he made his relatively recent transformation to divinity, many sites where he spent time in his mortal life (including this one) surged with divine energy. Once, Vecna used this place to conduct unholy experiments. Now, his followers seek to recreate his works.

The pattern of green energy within the columns is a physical manifestation of the arcane and divine powers that surge through this place. Anyone who closely inspects a column must make a DC 16 Will save or slip into a catatonic state. Anyone affected by the columns hears strange, whispering voices in his mind that seem to hint of great power and sinister mysteries. The victim is rendered helpless for 2d4 minutes. At the end of this time, he awakes from his strange state and suffers 1d4 Wisdom damage.

The strange bulges on the walls conceal human eyes embedded into the stone. If anyone other than a Vecna worshiper casts a divine or arcane spell of any level within the outer sanctum, the bulges open to reveal human eyes that dart back and forth, alerting all of Vecna's cultists in this temple of the intrusion. In 1d4 rounds, the guardians from area **26** and **27** arrive to confront the PCs. In 2d10 rounds, any surviving kenkus from the labyrinth (area **22**) enter this area to repel the intruders.

Tactics: The tactics entries in areas **22**, **26**, and **27** cover the particulars of the monsters that might come here to attack the PCs. In general, Vecna's cultists fight to protect the wizards of this place, leaving them free to rain spells upon the enemy.

24. Storage Chamber

Boxes and crates fill this room, leaving only a narrow alley to cross. Kegs of water, boxes of rations, and other mundane gear are arranged in neat, orderly piles.

This place serves as a central storage point for the Vecna cult. Both the kenkus in area **22** and the denizens of the inner sanctum draw from it. Creatures of less than Small size can move along the pathway through the boxes and crates without penalty. Small and Medium creatures must squeeze, while larger creatures cannot fit into the room.

A successful DC 20 Search check uncovers any item from the *Player's Handbook* worth less than 5 gp. There are no weapons or armor stored here, and no more than five of any given piece of equipment aside from food and water.

Even more interesting, such a Search check reveals telltale evidence that link these goods to Balabar Smenk. The crates and boxes are branded with his trading company's sign, a rampant rooster perched upon a large gold coin.

25. Acolytes' Chamber

This room is cramped with two sets of bunk beds, a small writing table, and several stools. A single torch casts light across the room from a sconce between the beds.

The acolytes of Vecna bunk here. Normally, two of them remain in the inner sanctum while the other pair assists the Faceless One with his work within the laboratory (area **27**). The acolytes have no treasure aside from the arcane items they carry.

26. The Inner Sanctum (EL 4)

An acrid, almost metallic stink fills the air of this chamber. The walls here consist of a strange, green rock with purple veins that writhe and dance within it. Six black pillars form two rows along the length of this chamber. They have a tar-like appearance, and what looks like human hands push at their surfaces from within, as if a crowd of humanoid creatures was trapped within each one. A plain, basalt altar rests at one end of the chamber.

This unholy place was one of Vecna's lairs in his mortal days. Now, it is a chapel to his blasphemous faith.

The pillars hold within them the trapped souls of those sacrificed within this temple. If the PCs have the opportunity to inspect them, the pillars consist of a thick, gummy, tar-like substance, and the hands that strain to escape from them are all left hands. Anyone who enters a square occupied by a pillar comes under attack from the desperate spirits trapped within. The pillar attacks with a +6 bonus. On a successful attack, the target cannot leave the square until he beats the pillar's +11 grapple check. A pillar can only grasp one creature at a time.

The energy that dances along the walls casts a strange, eldritch light across this chamber. Any nonworshiper of Vecna who stares at it for more than a round must make a DC 15 Will save or suffer 1d4 Wisdom damage as his mind is overwhelmed with strange, fragmented shards of cosmic secrets beyond mortal comprehension.

The unholy energy of this place grants undead turn resistance +4. This bonus stacks with any turn resistance the undead might already possess.

Creatures: Two acolytes of Vecna and an allip occupy the Inner Sanctum. The allip is a spectral figure clad in wizard's robes. The robe's hood completely conceals the figure's face, leaving it a black void. The two acolytes are humans wearing ragged, purple robes. They fight to the death to protect the Inner Sanctum, though if possible one runs to area **27** to warn the Faceless One of the intrusion.

ACOLYTES OF VECNA (2) **CR 2**
Male human wizard 2
NE Medium humanoid
Init +6; **Senses** Listen +2, Spot +4
Languages Common, Draconic, Infernal, Kenku

AC 12, touch 12, flat-footed 10
hp 10 (2 HD)
Fort +4, **Ref** +2, **Will** +3

Spd 30 ft.
Melee dagger +1 (1d4/19–20)
Ranged dagger +3 (1d4/19–20)
Base Atk +1; **Grp** +1
Combat Gear *potion of protection from arrows (10/magic)*, *potion of fox's cunning*, *potion of shield of faith (+3)*, *potion of gaseous form*, scroll of *scorching ray*, scroll of *web*
Spells Prepared (CL 2nd, +3 ranged touch):
1st—*burning hands* (DC 14), *color spray* (DC 14), *mage armor*
0—*daze* (DC 13), *detect magic*, *light*, *ray of frost*
Spellbook all prepared spells; 0—all; 1st—*cause fear*, *disguise self*, *expeditious retreat*, *minor image*, *shocking grasp*

Abilities Str 10, Dex 14, Con 14, Int 16, Wis 10, Cha 10
SQ summon familiar (rat)
Feats Alertness (as long as familiar is in arm's reach), Combat Casting, Improved Initiative, Scribe Scroll
Skills Concentration +7, Decipher Script +8, Hide +4, Knowledge (arcana) +8, Knowledge (the planes) +4, Listen +2, Spellcraft +8, Spot +4
Possessions combat gear, dagger, pouch with 48 gp

Allip: hp 26; *Monster Manual* 10.

Tactics: The two acolytes use their *potions of gaseous form* to escape to area **25**, where they then drink as many potions as possible to prepare for battle. One casts *message* to alert the Faceless One of the intrusion. They then return to area **26** to use their scrolls and spells against the PCs.

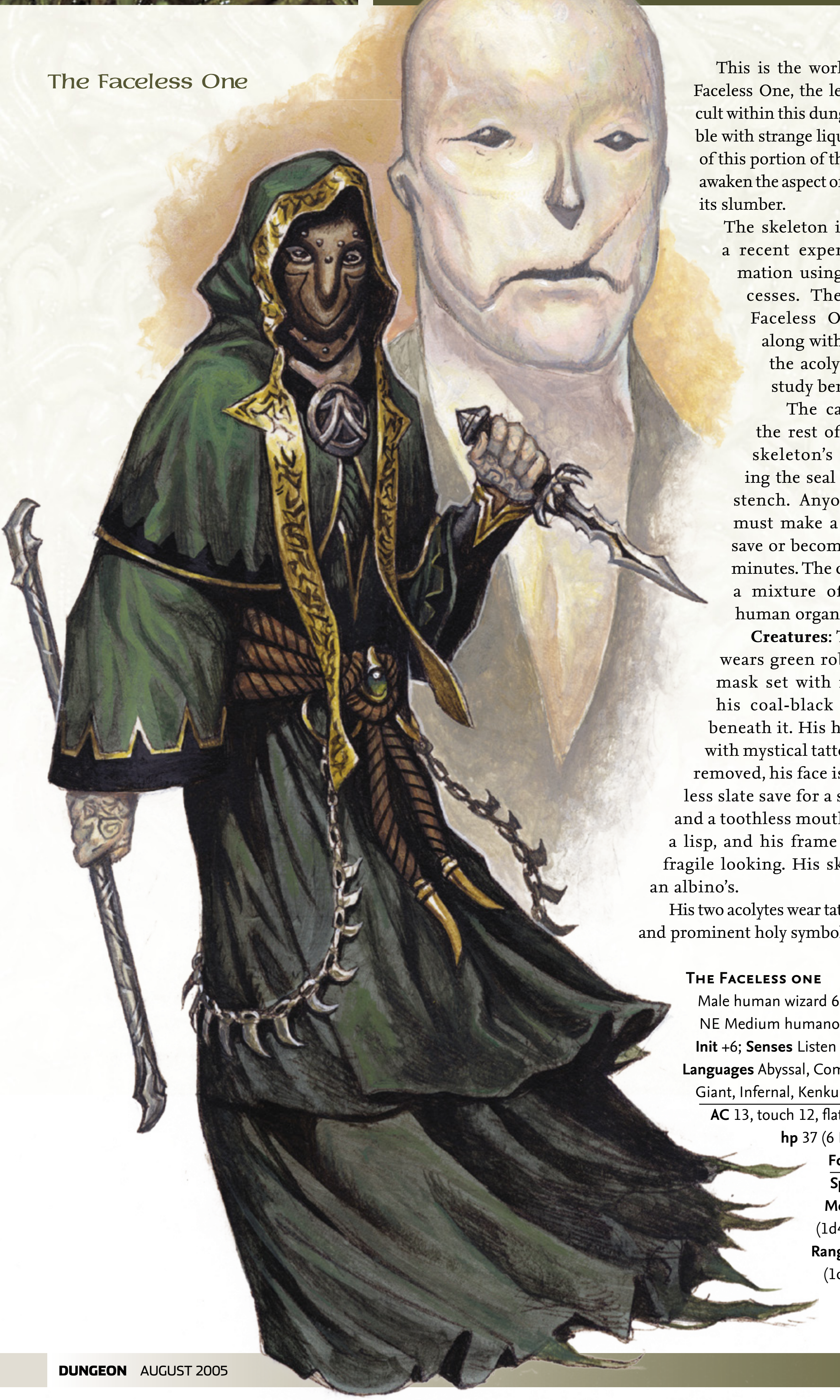
The allip moves to attack the PCs, driven by an intense hatred of all nonbelievers. If reduced to half or fewer hit points, it darts for cover in the walls to stalk the PCs. Once they engage in combat again, such as against the returning acolytes or the Faceless One, it emerges to do battle once more.

Treasure: Set upon the altar are a variety of offerings to Vecna. They include two golden goblets worth 100 gp each and a bronze sacrificial dagger set with blood red rubies worth 400 gp.

27. Laboratory of the Faceless One (EL 7)

Two long, wooden tables dominate this chamber. They run along the length of the room, pushed up against opposite walls, and are covered with a variety of beakers, alchemical tools, and other devices. A few glass containers bubble with materials of a variety of colors, from a boiling green sludge to a fizzing, effervescent blue liquid. Several bookshelves filled with tomes occupy one section of the wall. Beside the shelves stands an intact human skeleton. A few glistening organs, a heart, a set of lungs, and a liver writhe and pulse within the skeleton's rib cage. In the middle of the chamber stands a large, black iron cauldron. A thick layer of wax seals it shut.

The Faceless One



This is the work chamber of the Faceless One, the leader of the Vecna cult within this dungeon. Beakers burble with strange liquids as the wizards of this portion of the dungeon plot to awaken the aspect of the Overgod from its slumber.

The skeleton is a byproduct of a recent experiment in reanimation using alchemical processes. The books are the Faceless One's spellbooks, along with the grimoires of the acolytes of Vecna who study beneath him.

The cauldron contains the rest of the unfortunate skeleton's organs. Breaking the seal releases an awful stench. Anyone in the room must make a DC 15 Fortitude save or become sickened for 10 minutes. The cauldron contains a mixture of chemicals and human organs.

Creatures: The Faceless One wears green robes and a leather mask set with iron studs. Only his coal-black eyes are visible beneath it. His hands are covered with mystical tattoos. If the mask is removed, his face is a blank, featureless slate save for a small, sharp nose and a toothless mouth. He speaks with a lisp, and his frame is gaunt, almost fragile looking. His skin is as white as an albino's.

His two acolytes wear tattered purple robes and prominent holy symbols of Vecna.

THE FACELESS ONE CR 6
Male human wizard 6
NE Medium humanoid
Init +6; **Senses** Listen +4, Spot +4
Languages Abyssal, Common, Draconic, Giant, Infernal, Kenku

AC 13, touch 12, flat-footed 11; Dodge
hp 37 (6 HD)
Fort +7, **Ref** +4, **Will** +7

Spd 30 ft.
Melee dagger +3 (1d4/19–20)
Ranged dagger +5 (1d4/19–20)

Base Atk +3; **Grp** +3

Combat Gear scroll of *lightning bolt*, scroll of *summon monster III*, *potion of shield of faith (+4)*, 4 *potions of cure light wounds*

Spells Prepared (CL 6th, +5 ranged touch):
3rd—*lightning bolt* (DC 19), *summon monster III* (2)
2nd—*false life*, *flaming sphere* (DC 18), *web* (DC 17)
1st—*hold portal*, *mage armor*, *magic missile* (2), *shield*
0—*daze* (2, DC 15), *detect magic*, *flare* (DC 16), *ray of frost*

Spellbook all prepared spells; 0—all; 1st—*chill touch*, *expeditious retreat*, *identify*, *ray of enfeeblement*; 2nd—*touch of idiocy*; 3rd—*fireball*, *halt undead*

Abilities Str 10, Dex 14, Con 16, Int 21, Wis 14, Cha 14

SQ summon familiar (rat)

Feats Alertness (if familiar is in arm's reach), Brew Potion^{B}, Combat Casting, Dodge, Improved Initiative, Scribe Scroll^{B}, Spell Focus (evocation)

Skills Concentration +12, Craft (alchemy) +14, Decipher Script +14, Knowledge (arcana) +14, Knowledge (dungeoneering) +10, Knowledge (religion) +10, Spellcraft +14, Tumble +6

Possessions dagger, *bracers of armor +1*, *lesser metamagic rod (extend)*, pouch with 48 gp

Acolytes of Vecna (2): hp 10 each; see page 43.

Tactics: The Faceless One's first order of business is to cast *summon monster III* with his rod to summon a fiendish Huge monstrous centipede. The enormous beast fills most of the room, blocking the PCs and giving the Faceless One the chance to escape to area **25** where he prepares his defenses. His acolytes follow him if possible, but they gladly give their lives to delay any intruders.

Once the Faceless One has a moment, he casts *false life* and *mage armor*. If the PCs chase him, he uses *web* to hamper them, then *summon monster III* again with his rod (calling either a fiendish ape or another centipede, as the situation demands). He then switches to his offensive repertoire, casting spells such as *lightning bolt*, *flaming sphere* (with the aid of his rod), and *magic missile*. He fights to the death with a maniac fanaticism, as he does not want to see his work come to naught.

Treasure: The beakers, tubes, and other glassware are a complete alchemist's toolkit. The liquids within them include two vials of acid, three vials of alchemist's fire, and a wide variety of other chemicals.

Scattered about the Faceless One's laboratory, amidst his tools and equipment, are 200 gp in coins, six garnets worth 50 gp each, a *cloak of Charisma +2*, and a *+1 heavy steel shield of blinding*.

In addition to the monetary rewards found here, the PCs unearth the code needed to read the scroll found in area **10**. This information is summarized in Handout #1.

PART FIVE: THE GOD IN THE POOL

A hellish entity slumbers within the pool's depths, slowly gathering the energies it needs to awaken. Unfortunately for the characters, their intrusion into this place arouses its wrath. If the PCs defeat all three cults, the Ebon Aspect rises to avenge its worshipers. As soon as the last of the three high priests (Theldrick in area **10**, Grallak Kur in area **21**, and The Faceless One in area **27**) is slain or driven off, the aspect materailizes fully and clambers up from the pool in area **1**. Luckily for the PCs, the Ebon Aspect of the Overgod is in a weak state as it has not yet summoned all its power.

If the PCs don't kill the three high priests, and instead capture them, the Ebon Aspect's manifestation is delayed for a short time. Only 1d4 hours after the PCs take their prisoners from this area, the Ebon Aspect manifests in the flesh. This action immediately slays any surviving high priests as it draws on their souls for its birth.

The Ebon Aspect takes ten minutes to gather its strength once it emerges, during which time it smashes the elevator car to splinters if it's reachable. Once these ten minutes pass, the horrific fiend grows more mobile. It can sense the PCs to a range of one mile, as if with a constant *locate creature* effect, and it immediately seeks the PCs out, intending to slay them to the last.

If the PCs escape without killing the Ebon Aspect, the fiend slowly makes its way up into the mines above, killing anyone and everyone it encounters and eventually finding its way to Diamond Lake. If the PCs don't stop it, the Ebon Aspect causes terrible damage and kills dozens before Allustan and several of the clerics and fighters from the Garrison can kill the menace.

Statistics for the Ebon Aspect can be found in the appendix. At this point, it's a unique creature, but given the right conditions and time, more of the fiends may appear in regions haunted by the Ebon Triad.

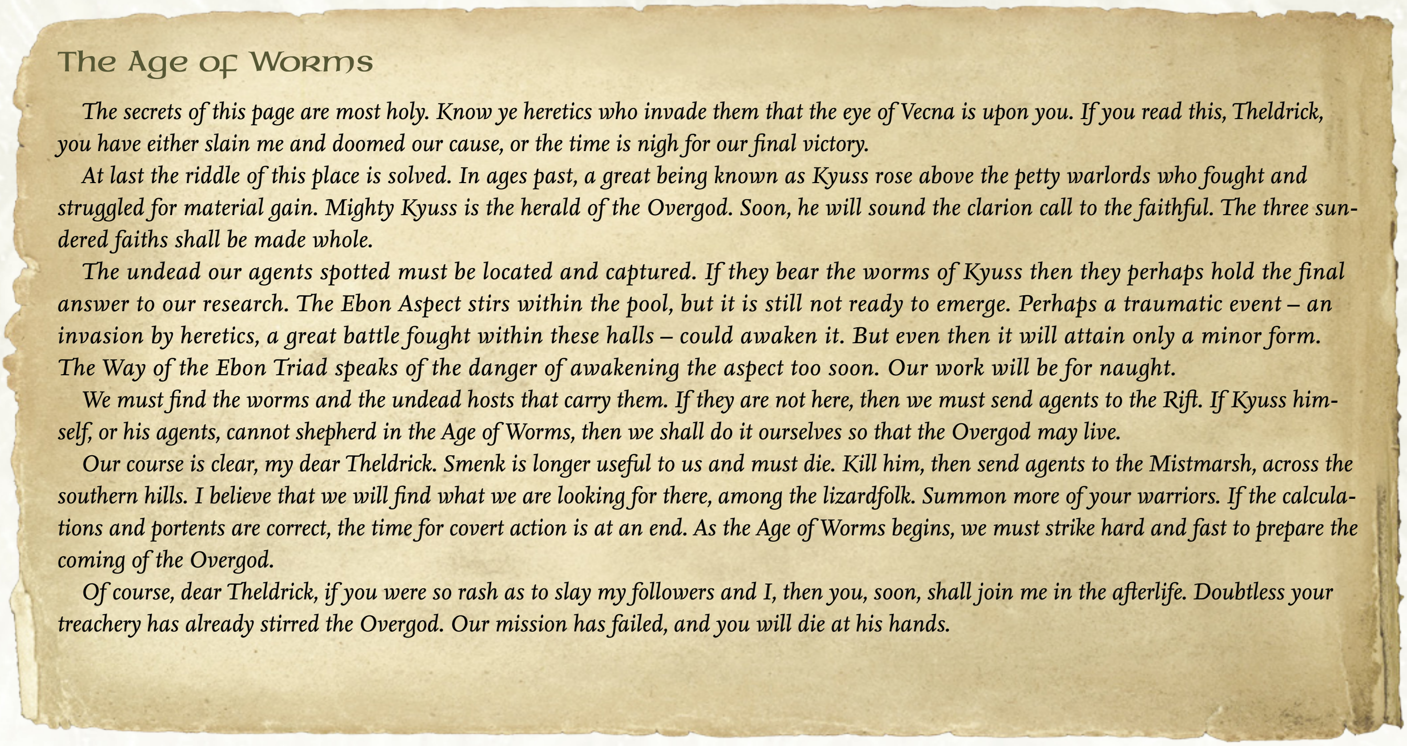
CONCLUDING THE ADVENTURE

Once the PCs escape from the Dark Cathedral, they must cope with the repercussions of their actions. The presence of the Ebon Triad in the mines could touch off some important developments in Diamond Lake. The cult obviously had the blessing of Ragnolin (the elevator didn't build itself), and the evidence gathered within the dungeon points to Balabar Smenk's involvement. If the PCs present their evidence to the governor-mayor, both merchants face criminal prosecution. If either escapes, they may track down the PCs to serve their revenge at a later date. Both Ragnolin and Balabar face a long, hard fall from wealth and prosperity to near destitution if they must flee Diamond Lake.

Of course, both mine managers have plenty of friends in town. A few bribes, a couple of carefully handled meetings, and a host of old favors called in might gain both Ragnolin and Balabar their freedom. In this case, the PCs face not only an angry nemesis, but foes who still have the connections and wealth needed to make the party's life miserable.

All the excitement should be just the thing to convince the PCs they need to

HANDOUT #1



The Age of Worms

The secrets of this page are most holy. Know ye heretics who invade them that the eye of Vecna is upon you. If you read this, Theldrick, you have either slain me and doomed our cause, or the time is nigh for our final victory.

At last the riddle of this place is solved. In ages past, a great being known as Kyuss rose above the petty warlords who fought and struggled for material gain. Mighty Kyuss is the herald of the Overgod. Soon, he will sound the clarion call to the faithful. The three sundered faiths shall be made whole.

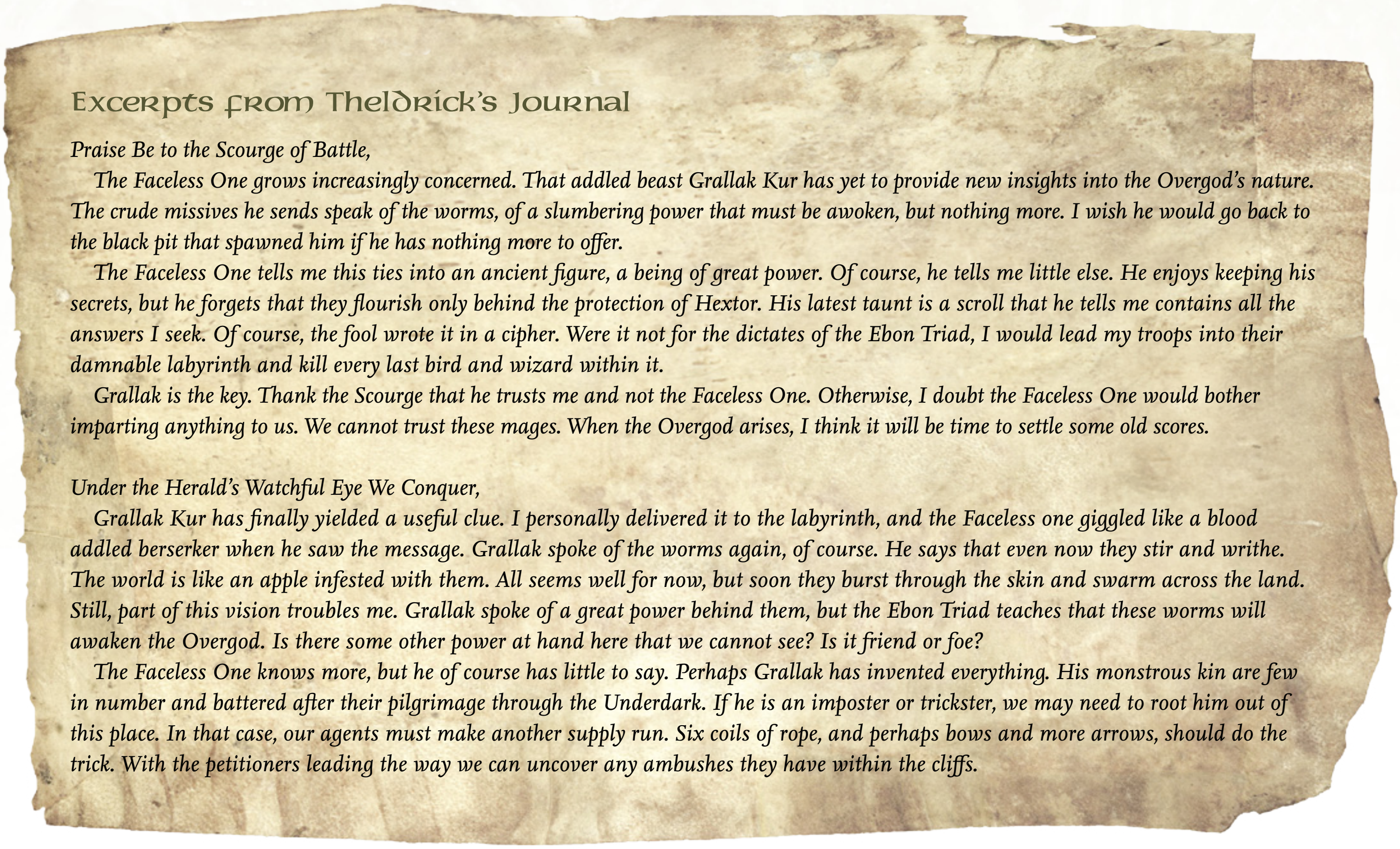
The undead our agents spotted must be located and captured. If they bear the worms of Kyuss then they perhaps hold the final answer to our research. The Ebon Aspect stirs within the pool, but it is still not ready to emerge. Perhaps a traumatic event – an invasion by heretics, a great battle fought within these halls – could awaken it. But even then it will attain only a minor form. The Way of the Ebon Triad speaks of the danger of awakening the aspect too soon. Our work will be for naught.

We must find the worms and the undead hosts that carry them. If they are not here, then we must send agents to the Rift. If Kyuss himself, or his agents, cannot shepherd in the Age of Worms, then we shall do it ourselves so that the Overgod may live.

Our course is clear, my dear Theldrick. Smenk is longer useful to us and must die. Kill him, then send agents to the Mistmarsh, across the southern hills. I believe that we will find what we are looking for there, among the lizardfolk. Summon more of your warriors. If the calculations and portents are correct, the time for covert action is at an end. As the Age of Worms begins, we must strike hard and fast to prepare the coming of the Overgod.

Of course, dear Theldrick, if you were so rash as to slay my followers and I, then you, soon, shall join me in the afterlife. Doubtless your treachery has already stirred the Overgod. Our mission has failed, and you will die at his hands.

HANDOUT #2



Excerpts from Theldrick's Journal

Praise Be to the Scourge of Battle,

The Faceless One grows increasingly concerned. That addled beast Grallak Kur has yet to provide new insights into the Overgod's nature. The crude missives he sends speak of the worms, of a slumbering power that must be awoken, but nothing more. I wish he would go back to the black pit that spawned him if he has nothing more to offer.

The Faceless One tells me this ties into an ancient figure, a being of great power. Of course, he tells me little else. He enjoys keeping his secrets, but he forgets that they flourish only behind the protection of Hextor. His latest taunt is a scroll that he tells me contains all the answers I seek. Of course, the fool wrote it in a cipher. Were it not for the dictates of the Ebon Triad, I would lead my troops into their damnable labyrinth and kill every last bird and wizard within it.

Grallak is the key. Thank the Scourge that he trusts me and not the Faceless One. Otherwise, I doubt the Faceless One would bother imparting anything to us. We cannot trust these mages. When the Overgod arises, I think it will be time to settle some old scores.

Under the Herald's Watchful Eye We Conquer,

Grallak Kur has finally yielded a useful clue. I personally delivered it to the labyrinth, and the Faceless one giggled like a blood addled berserker when he saw the message. Grallak spoke of the worms again, of course. He says that even now they stir and writhe. The world is like an apple infested with them. All seems well for now, but soon they burst through the skin and swarm across the land. Still, part of this vision troubles me. Grallak spoke of a great power behind them, but the Ebon Triad teaches that these worms will awaken the Overgod. Is there some other power at hand here that we cannot see? Is it friend or foe?

The Faceless One knows more, but he of course has little to say. Perhaps Grallak has invented everything. His monstrous kin are few in number and battered after their pilgrimage through the Underdark. If he is an imposter or trickster, we may need to root him out of this place. In that case, our agents must make another supply run. Six coils of rope, and perhaps bows and more arrows, should do the trick. With the petitioners leading the way we can uncover any ambushes they have within the cliffs.

take a break from Diamond Lake. The chance arrives next month, in "Encounter at Blackwall Keep," by Sean K Reynolds. Learn the source of the green worms of Kyuss and pit your players against an invading force of lizardfolk in just 30 short days.

APPENDIX: NEW MONSTER

Ebon Aspect

Large Outsider (Evil)
Hit Dice: 10d8+30 (75 hp)
Initiative: +1
Speed: 40 ft., climb 20 ft.
Armor Class: 18, touch 10, flat-footed 17
Base Attack/Grapple: +10/+22
Attack: Bite +14 melee (1d8+5)
Full Attack: Bite +14 melee (1d8+5) and 3 claws +13 melee (1d4+2)
Space/Reach: 10 ft./5 ft.
Special Attacks: Bloodthirst of Erythnul, standard of Hextor
Special Qualities: Blessing of Vecna, cold immunity, damage reduction 5/magic, darkvision 60 ft., resistance to acid 10 and fire 10, spell resistance 16
Saves: Fort +11, Ref +8, Will +10
Abilities: Str 20, Dex 12, Con 16, Int 12, Wis 16, Cha 20
Skills: Climb +26, Concentration +16, Intimidate +18, Jump +22, Knowledge (religion) +14, Listen +16, Sense Motive +16, Spellcraft +14, Spot +16
Feats: Cleave, Multiattack, Power Attack, Weapon Focus (claws).
Environment: Any (Ebon Triad haunted regions)
Organization: Solitary
Challenge Rating: 6
Treasure: None
Alignment: Always neutral evil
Advancement: 11–16 HD (Large), 17–30 HD (Huge)

The creature is a bizarre amalgamation of the three deities it embodies. It is a ten-foot tall, powerfully built monster with six arms. It has smooth, dull gray skin and bulging muscles that pulse with arcane power. Three of its arms, two on its left and one on its right, are missing their hands. It has a gaunt, skeletal face and massive fangs. It growls like a beast in battle, and fights like a savage animal.

A physical manifestation of the teachings of the heretical Ebon Triad, the Ebon Aspect is an abomination to not only all that is true and just in the world, but also to the traditional faith of the worshipers of Erythnul, Hextor, and Vecna. The Ebon Aspect presented here is the first of its kind, but in time, more may appear in lands haunted by the Ebon Triad.

An ebon aspect speaks Abyssal, Common, and Infernal.

Combat

The Ebon Aspect is straightforward in combat, closing to melee as soon as possible. It generally directs its four attacks against multiple targets in a frenzied attempt to inflict as much pain and mayhem as possible, but if faced with a particularly powerful or dangerous foe, it focuses its wrath on that single target.

Bloodthirst of Erythnul (Su): The Ebon Aspect is a fearsome combatant driven by the primal bloodlust of Erythnul's savage fury. Once per day, as a free action, it can enter a terrific fury for one round. During this time, Erythnul's divine power infuses it with might. The aspect gains damage reduction 10/epic, fast healing 10, and a +4 profane bonus to attack rolls and damage rolls.

Standard of Hextor (Sp): The Ebon Aspect can call upon Hextor to aid it in battle once per day by casting *spiritual weapon* (caster level 10th) as a spell-like ability. The weapon that appears is Hextor's flail. Attacks with the spiritual weapon have a +13 attack roll and inflict 1d8+3 force damage on a hit.

Blessing of Vecna (Su): Vecna grants the aspect of the Overgod a strange power over magic. If the caster check to defeat the Ebon Aspect's spell resistance fails, the Ebon Aspect heals damage equal to twice the level of the spell or effect targeted against it.

Scaling the Adventure

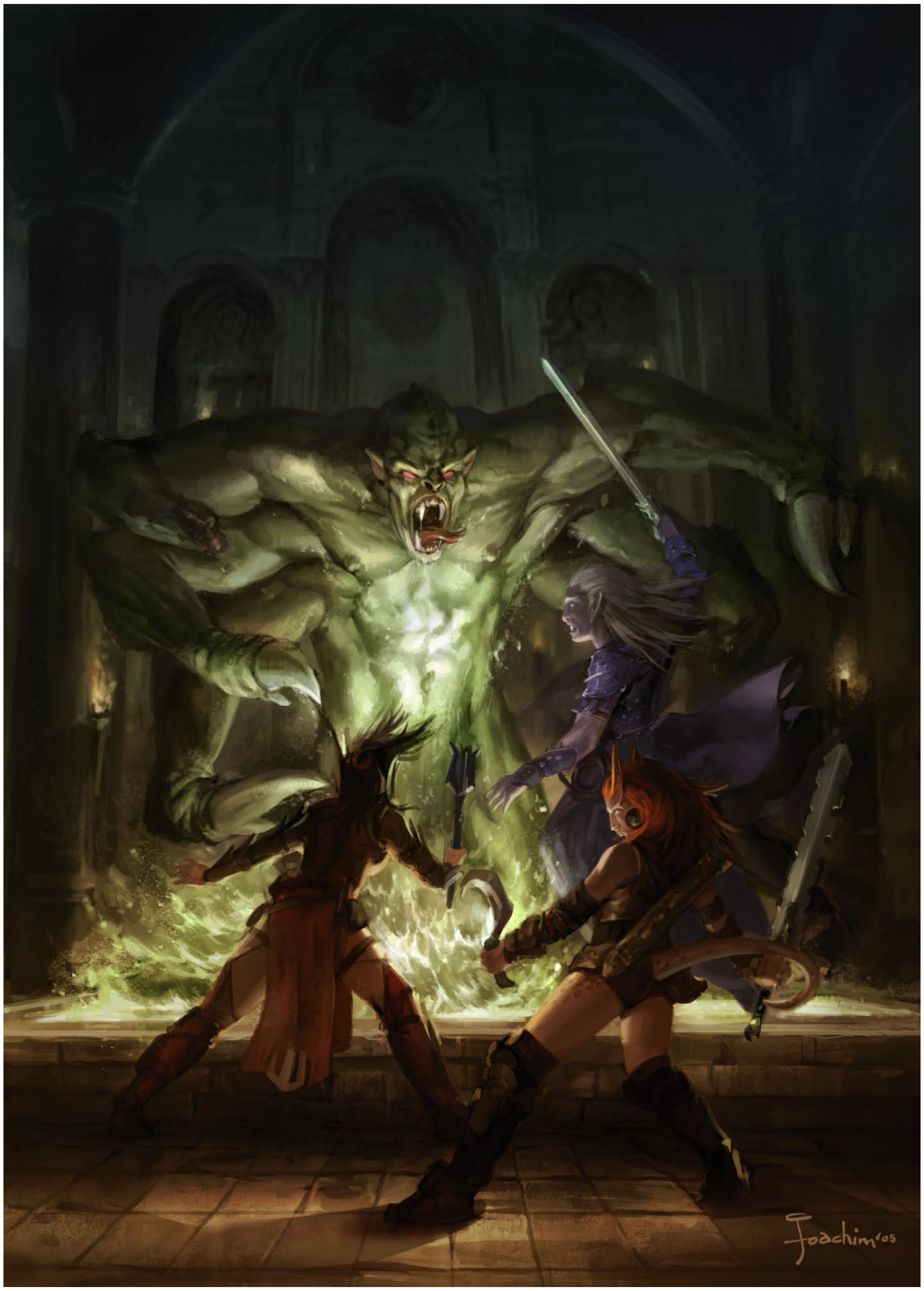
"Three Faces of Evil" is designed for a group of four 3rd-level characters, but with a little work it can be adapted for use by 1st–2nd-level characters or 4th–5th-level characters. Simply adjust all NPC character levels up or down as appropriate by a number equal to that which the average party level of your group deviates from 3. Don't forget to modify the amount of treasure found in the adventure appropriately. Specific changes to the adventure include:

1st–2nd-level parties: Remove one of the tiefling guards from area **1**. Remove half of the skeletons in area **2** and the fanatics in area **3**. Replace the dire boar in area **4** with a dire badger. Remove 1 or 2 grimlocks from each of the encounters in the temple of Erythnul. Reduce the depth of the horseshoe cavern to 25 feet, and remove one of the chokers from area **16**. Remove one or two kenkus from each of the groups in the Labyrinth, and remove one of the dire weasels. Remove the acolytes from area **27**. Reduce the Ebon Aspect by 3–4 HD, and remove its special attacks and special qualities.

4th–5th-level parties: Add a tiefling guard to area **1**, and replace the skeletons in area **2** with gnoll skeletons. Give each of the fanatics in area **3** a level or two of fighter. Advance the dire boar in area **5** by 2–4 hit dice. Replace the chokers in the horseshoe cavern with otyughs, and have them attack the PCs as they head down the iron spikes. Add a second group of weasels to the labyrinth, and advance each of them by 2 hit dice. Finally, send a second Ebon Aspect after your PCs at the end of the adventure.

Mike Mearls is the dark hope of chaotic evil—young, handsome, well endowed in abilities and aptitudes, thoroughly wicked, depraved, and capricious. Whomever harms him had best not brag of it in the presence of one who will inform the Demoness Lolth! Evil to the core, Mearls is cunning. If a situation appears in doubt, he uses bribery and honeyed words to sway the balance to his favor. He is not adverse to gaining new recruits of all sorts, and will gladly accept adventurers into the ranks (though he will test and try them continually). Those who arouse suspicion will be quietly murdered in their sleep. Those with too much promise will be likewise dealt with, for Mearls wants no potential usurpers or threats to his domination.

Joachim Barrum



THE THREE FACES OF EVIL

By Mike Mearls

Clues discovered in Diamond Lake lead to the Dark Cathedral, a forlorn chamber hidden below a local mine. There the PCs battle the machinations of the Ebon Triad, a cult dedicated to three vile gods. What does the Ebon Triad know about the Age of Worms, and why are they so desperate to get it started? An Age of Worms Adventure Path scenario for 3rd-level characters.

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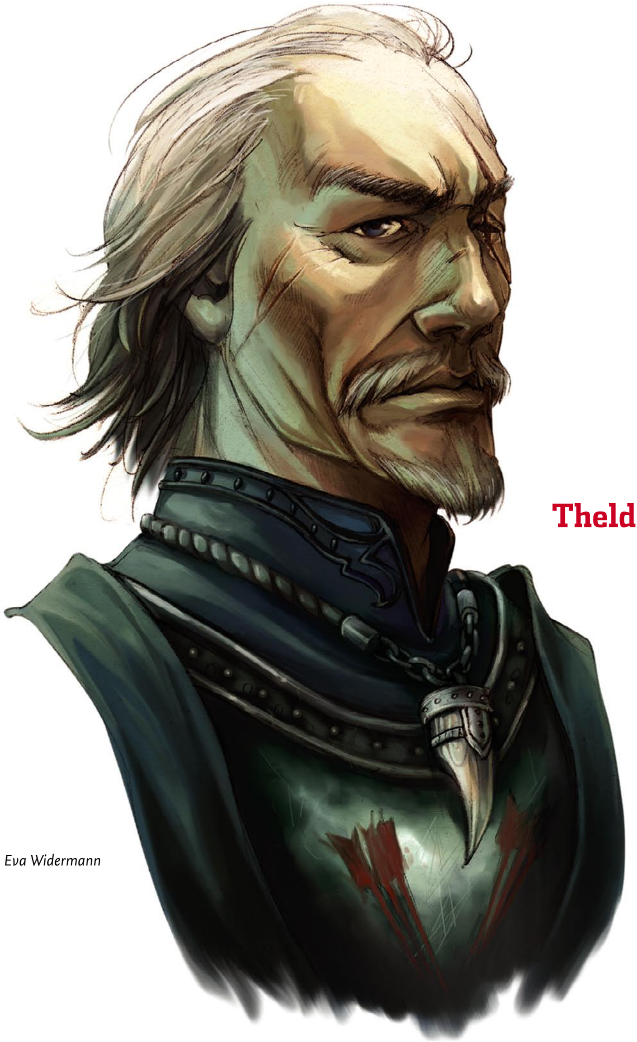
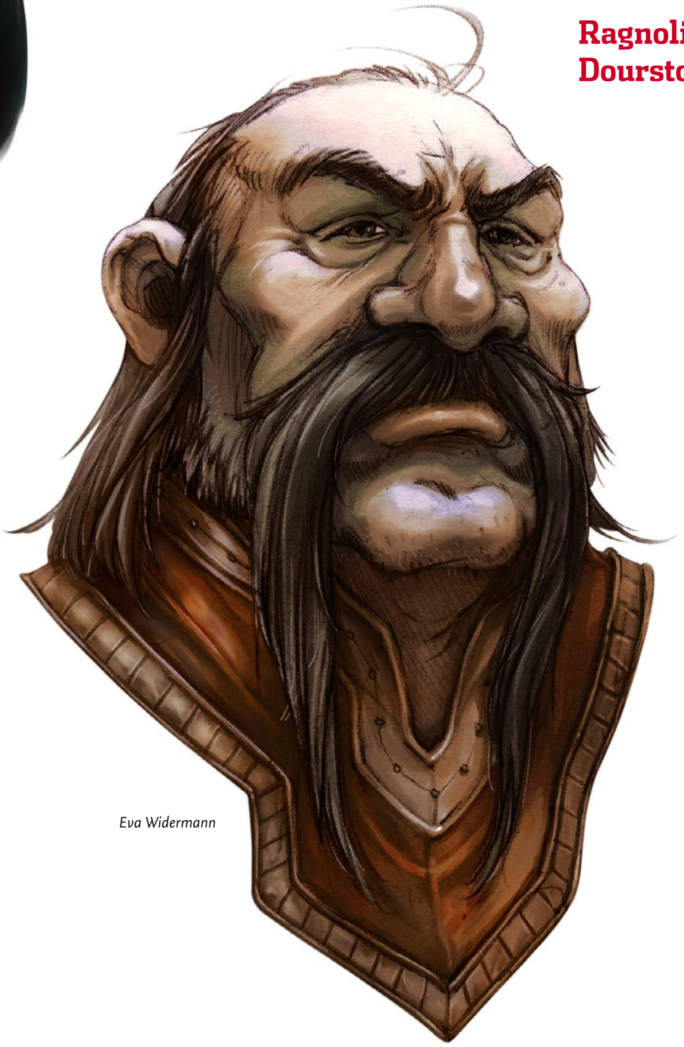


Theldrick

Eva Widermann



Ragnolin Dourstone

Eva Widermann

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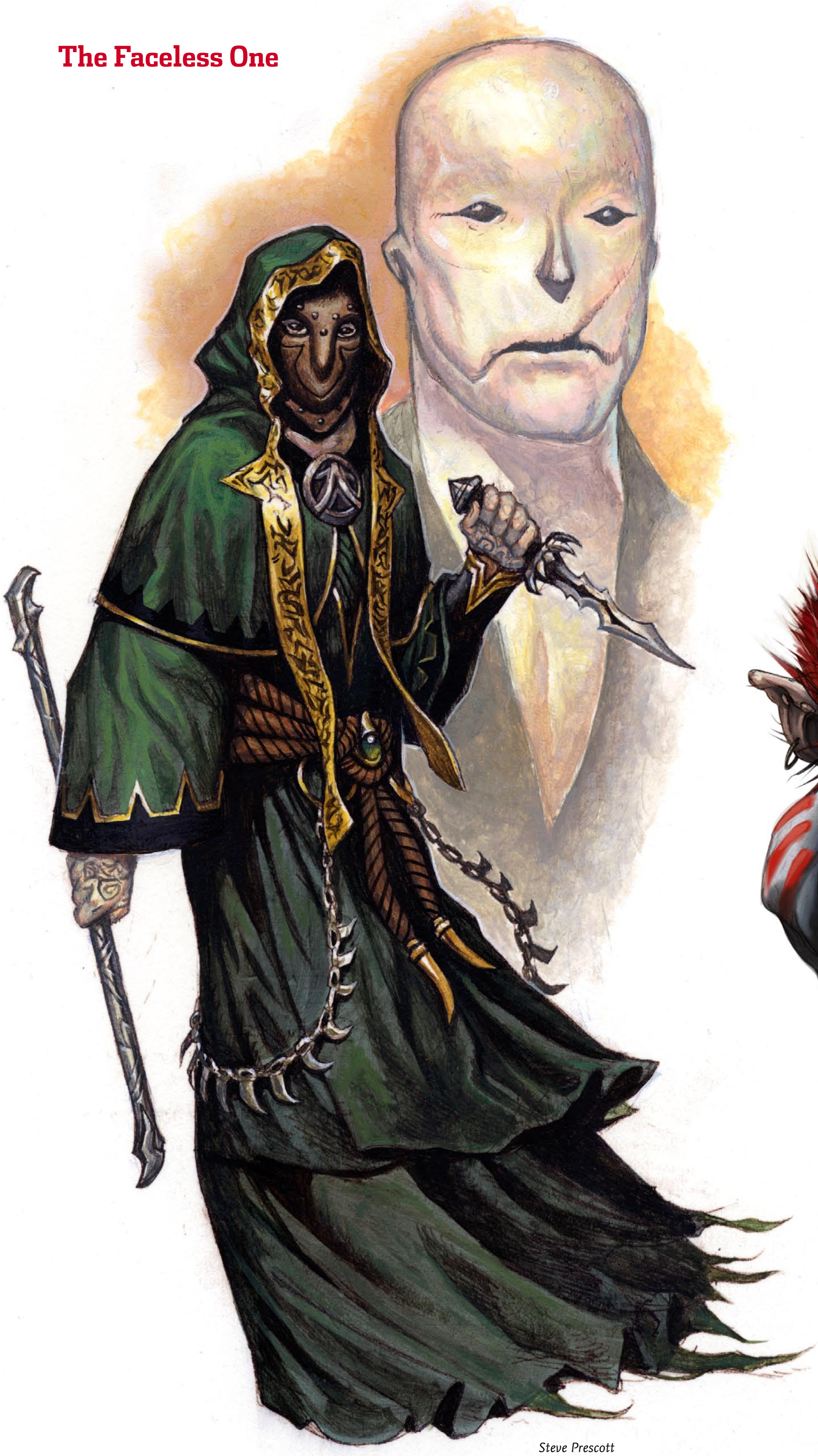
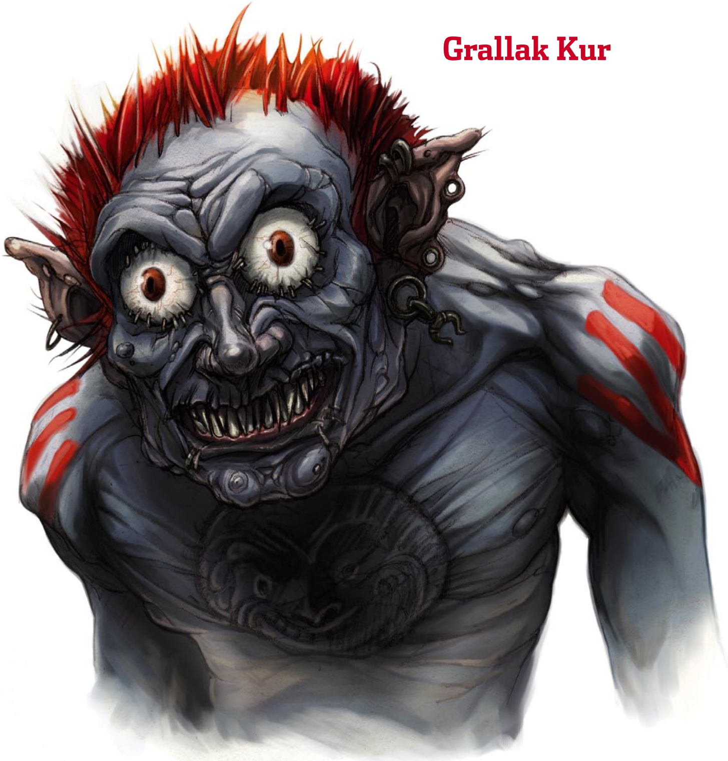
The Faceless One



Steve Prescott

Grallak Kur



Eva Widermann

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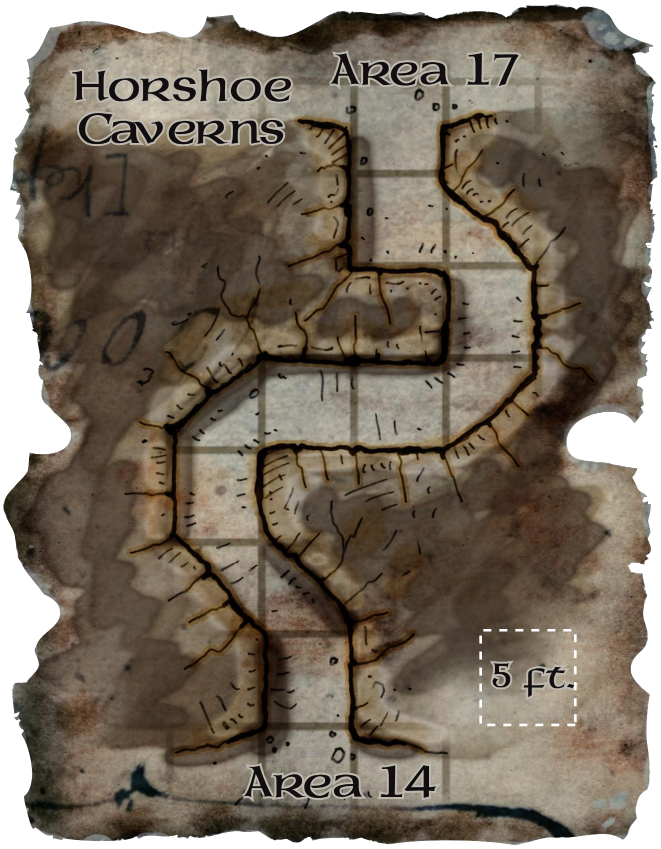
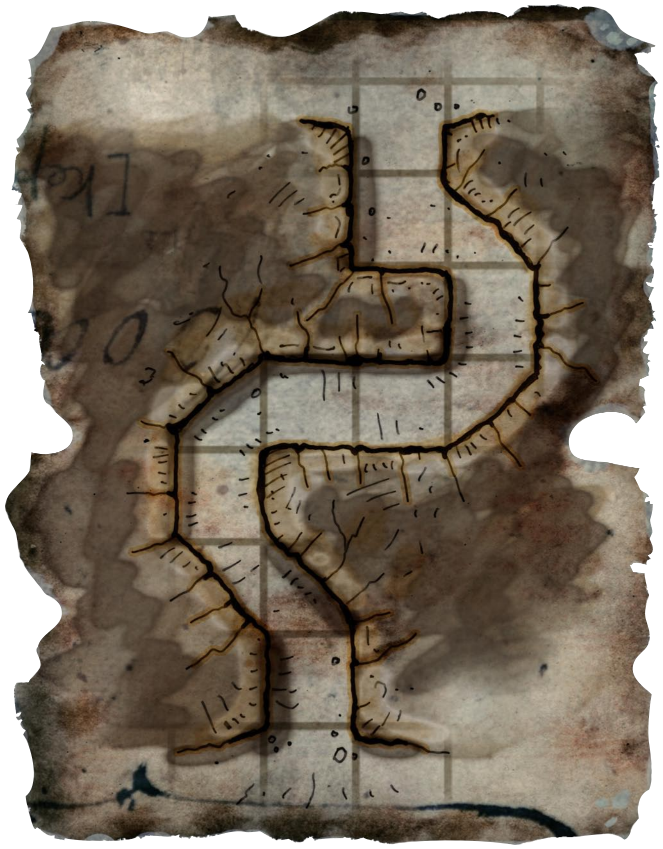
Steve Prescott



Horshoe Caverns
Area 17
5 ft.
Area 14

Robert Lazzaretti



Robert Lazzaretti

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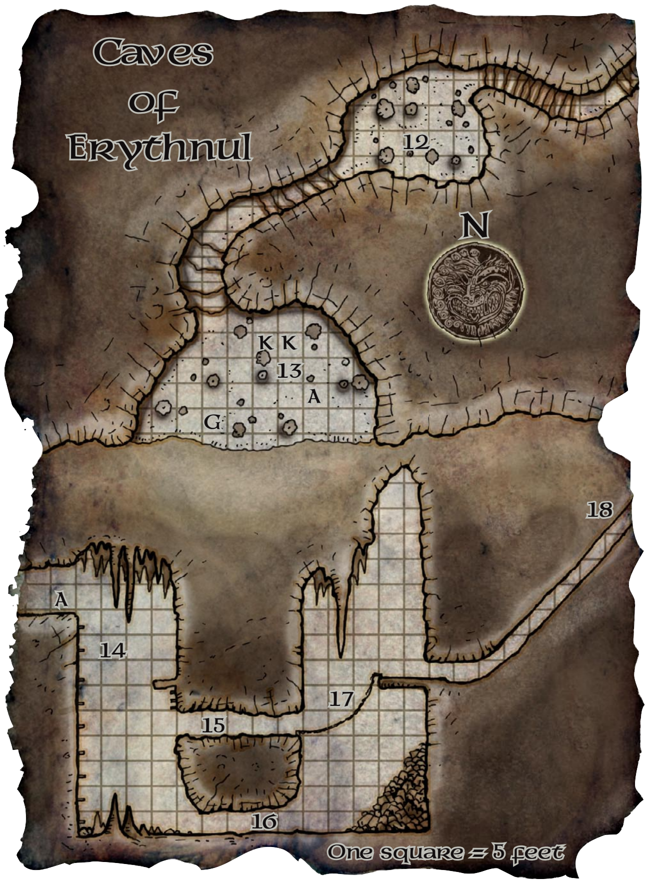
Caves of Erythnul
12
N
K K
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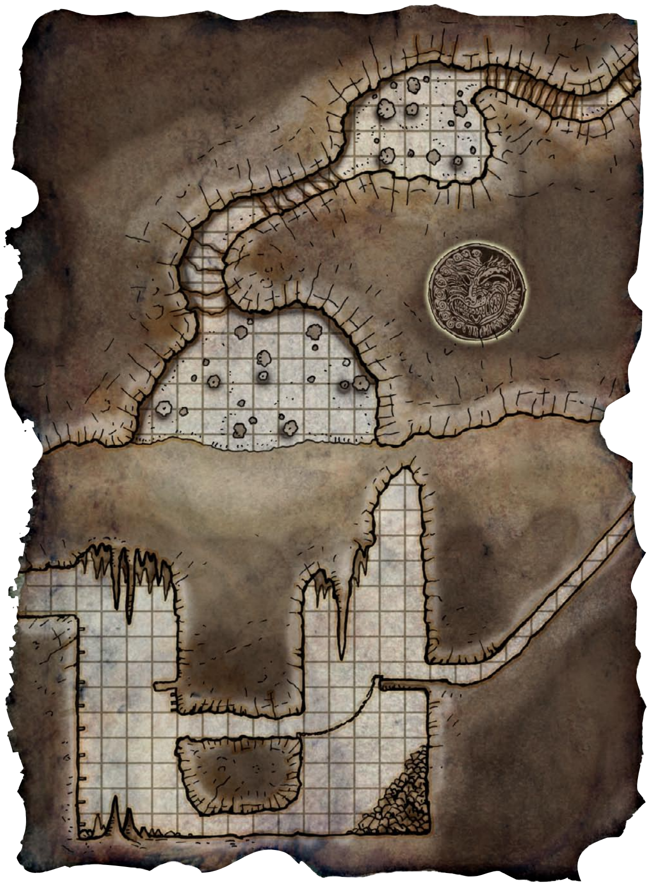
18
A
14
17
15
16
One square = 5 feet

Robert Lazzaretti



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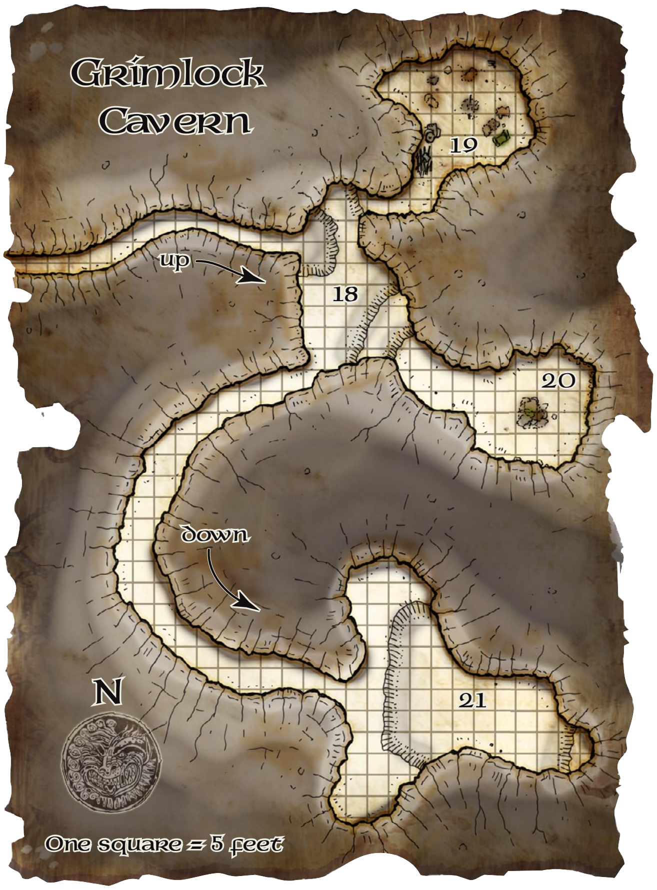
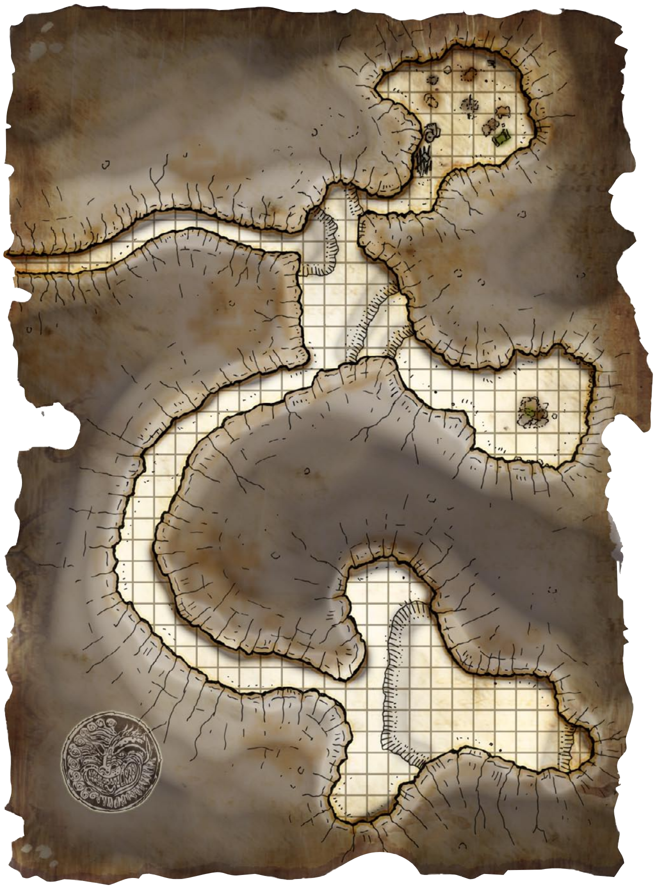

Grimlock Cavern
19
up
18
20
down
21
N
One square = 5 feet

Robert Lazzaretti



Robert Lazzaretti

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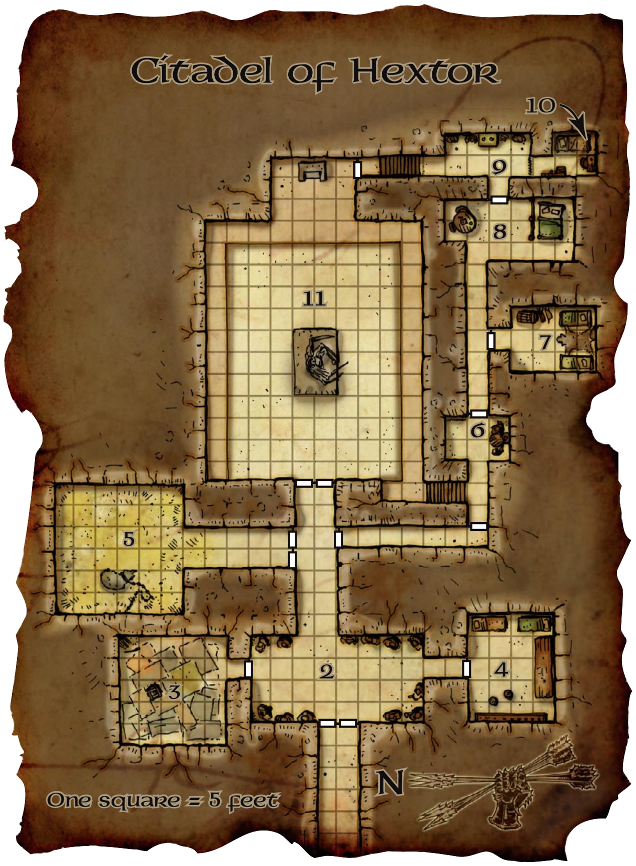
Citadel of Hextor
10
9
8
11
7
6
5
2
4
3
One square = 5 feet
N

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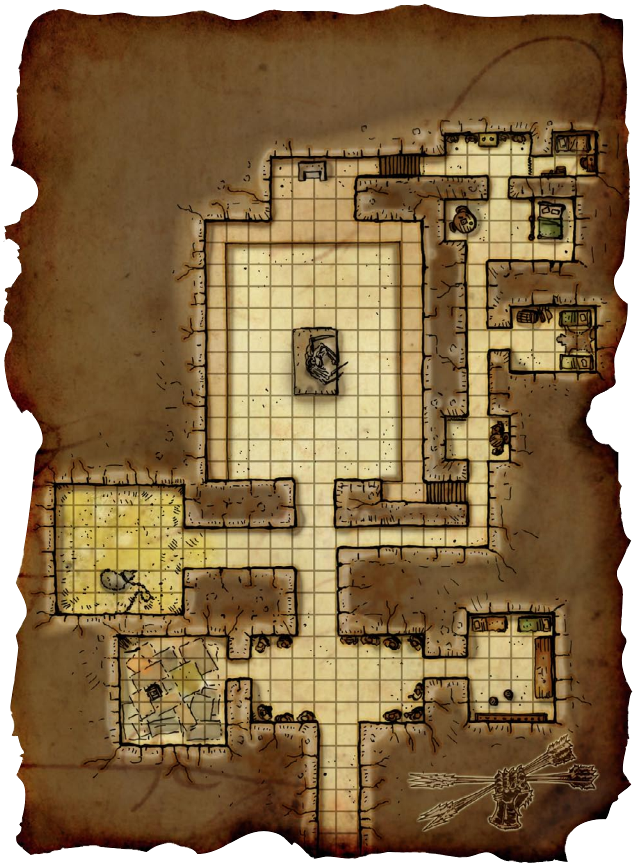

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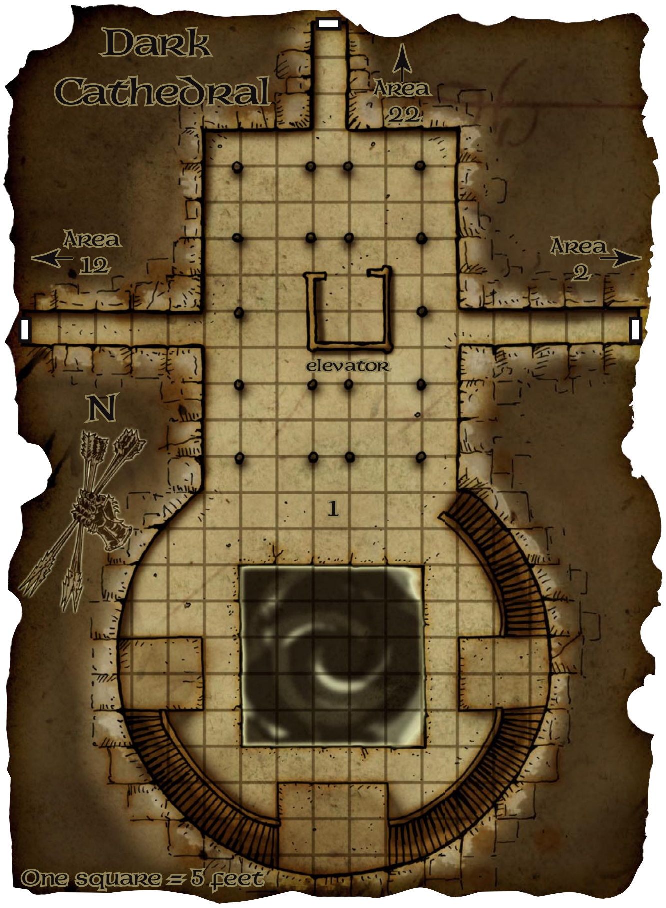
Dark Cathedral
Area 22
Area 12
Area 2
elevator
N
1
One square = 5 feet

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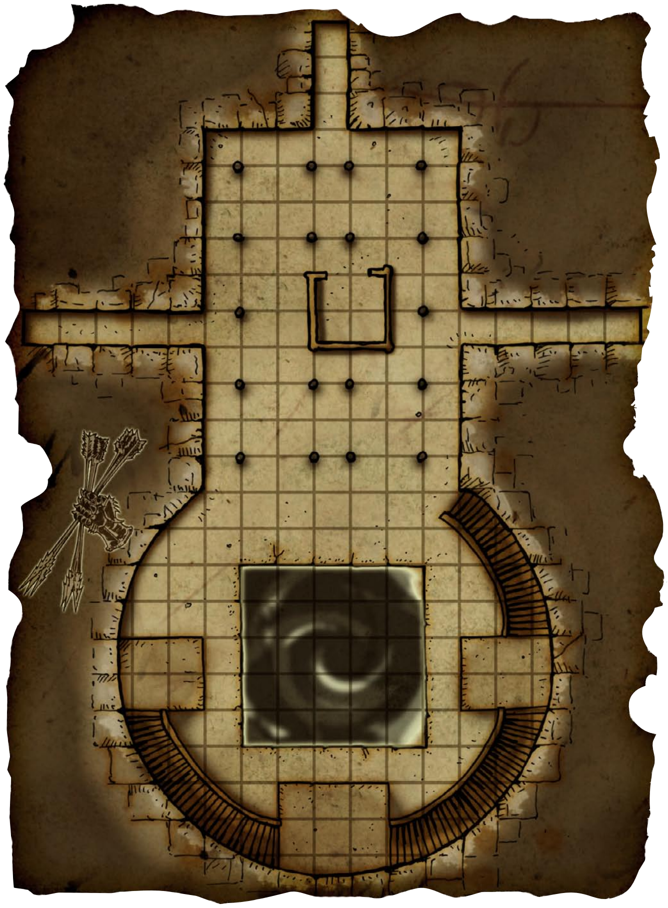

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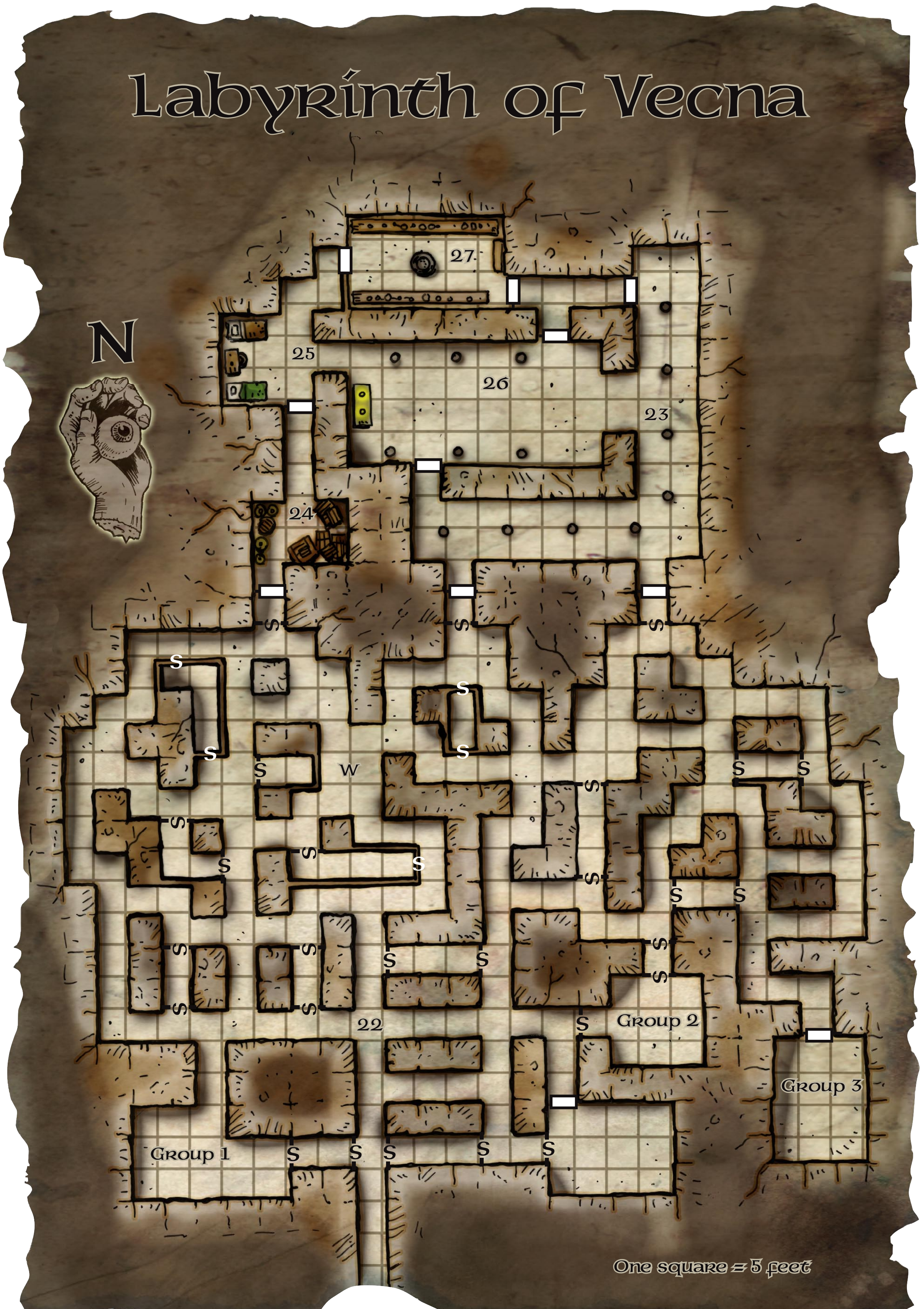
Labyrinth of Vecna


N
27
25
26
23
24
S
W
22
Group 1
Group 2
Group 3
One square = 5 feet

Robert Lazzaretti

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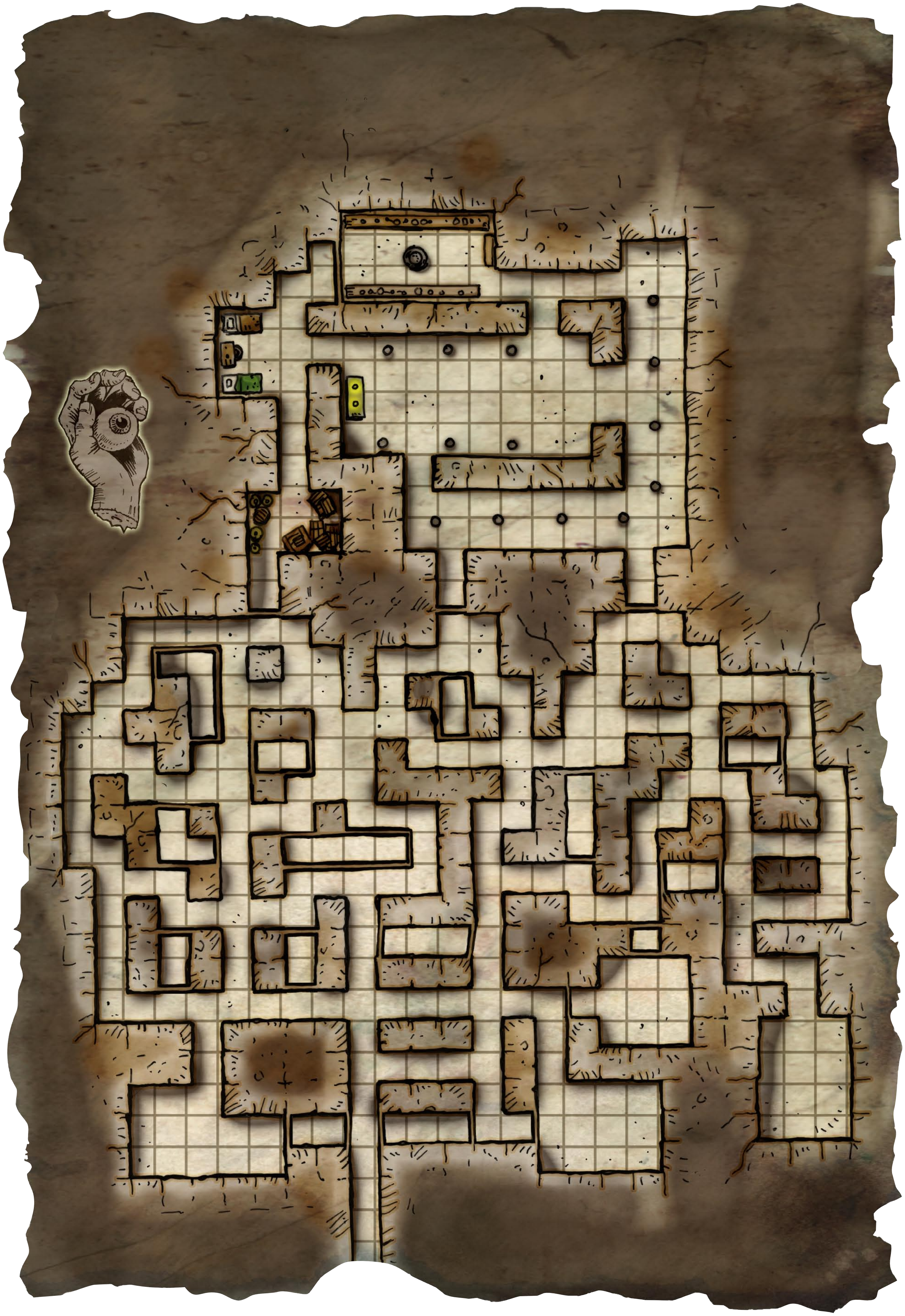

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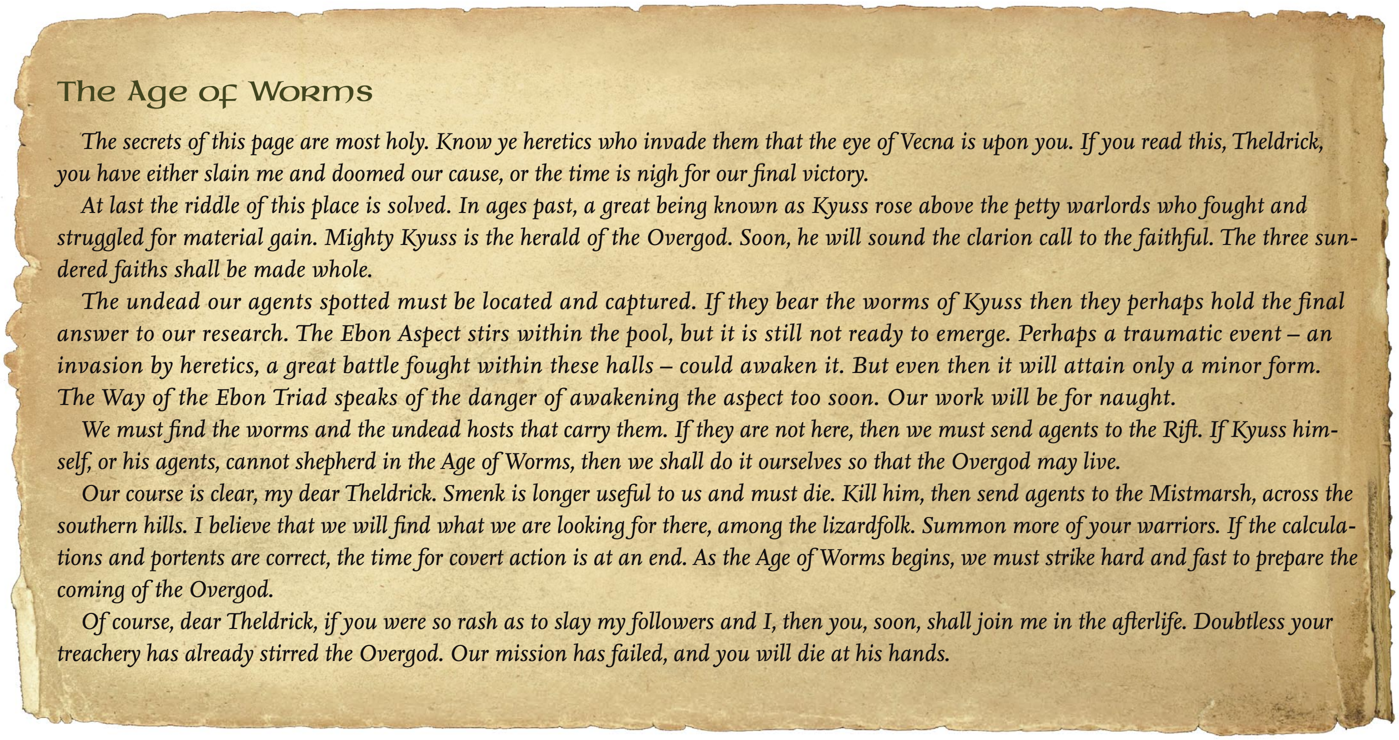


The Age of Worms

The secrets of this page are most holy. Know ye heretics who invade them that the eye of Vecna is upon you. If you read this, Theldrick, you have either slain me and doomed our cause, or the time is nigh for our final victory.

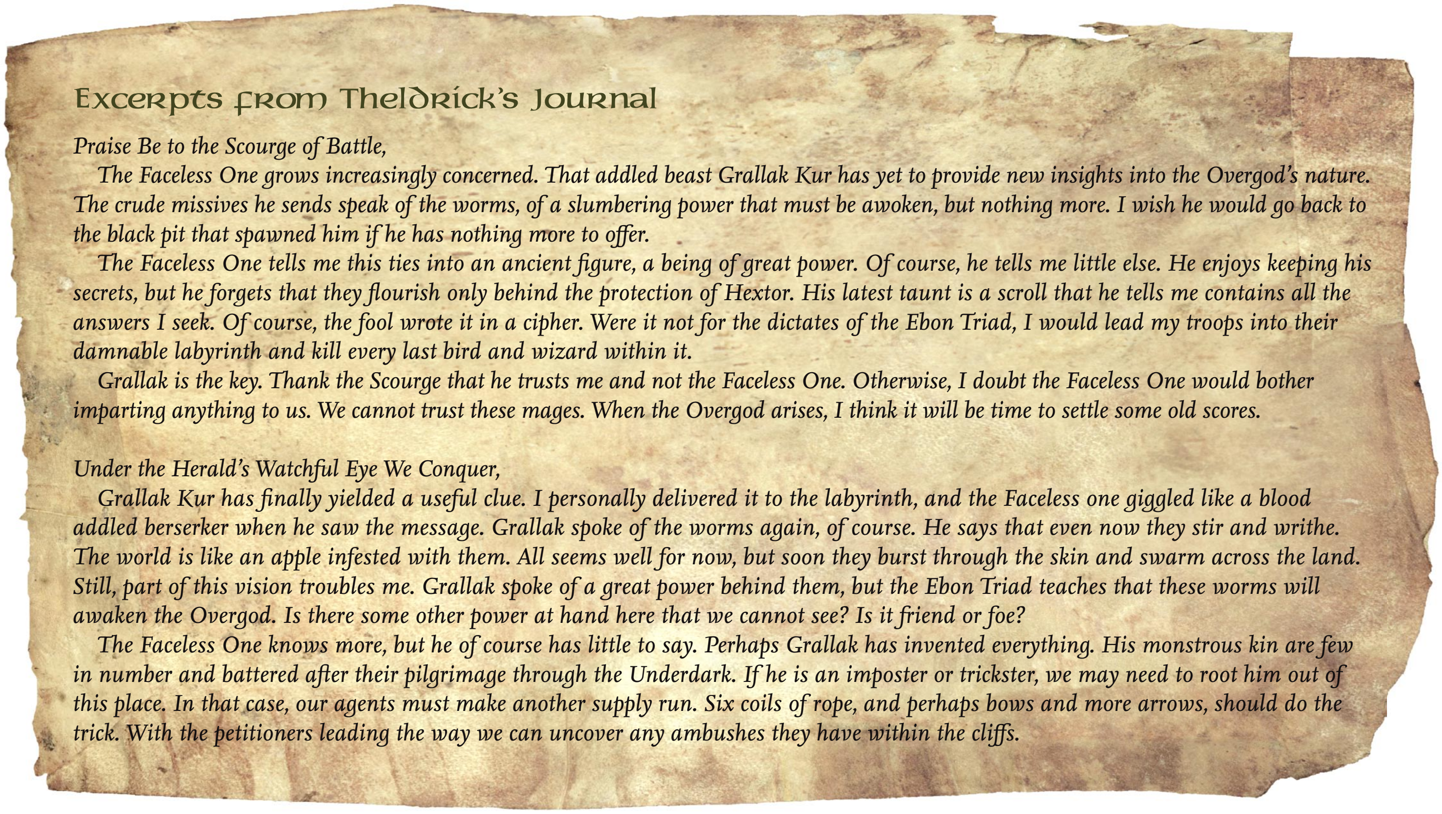
At last the riddle of this place is solved. In ages past, a great being known as Kyuss rose above the petty warlords who fought and struggled for material gain. Mighty Kyuss is the herald of the Overgod. Soon, he will sound the clarion call to the faithful. The three sundered faiths shall be made whole.

The undead our agents spotted must be located and captured. If they bear the worms of Kyuss then they perhaps hold the final answer to our research. The Ebon Aspect stirs within the pool, but it is still not ready to emerge. Perhaps a traumatic event – an invasion by heretics, a great battle fought within these halls – could awaken it. But even then it will attain only a minor form. The Way of the Ebon Triad speaks of the danger of awakening the aspect too soon. Our work will be for naught.

We must find the worms and the undead hosts that carry them. If they are not here, then we must send agents to the Rift. If Kyuss himself, or his agents, cannot shepherd in the Age of Worms, then we shall do it ourselves so that the Overgod may live.

Our course is clear, my dear Theldrick. Smenk is longer useful to us and must die. Kill him, then send agents to the Mistmarsh, across the southern hills. I believe that we will find what we are looking for there, among the lizardfolk. Summon more of your warriors. If the calculations and portents are correct, the time for covert action is at an end. As the Age of Worms begins, we must strike hard and fast to prepare the coming of the Overgod.

Of course, dear Theldrick, if you were so rash as to slay my followers and I, then you, soon, shall join me in the afterlife. Doubtless your treachery has already stirred the Overgod. Our mission has failed, and you will die at his hands.



Excerpts from Theldrick's Journal

Praise Be to the Scourge of Battle,

The Faceless One grows increasingly concerned. That addled beast Grallak Kur has yet to provide new insights into the Overgod's nature. The crude missives he sends speak of the worms, of a slumbering power that must be awoken, but nothing more. I wish he would go back to the black pit that spawned him if he has nothing more to offer.

The Faceless One tells me this ties into an ancient figure, a being of great power. Of course, he tells me little else. He enjoys keeping his secrets, but he forgets that they flourish only behind the protection of Hextor. His latest taunt is a scroll that he tells me contains all the answers I seek. Of course, the fool wrote it in a cipher. Were it not for the dictates of the Ebon Triad, I would lead my troops into their damnable labyrinth and kill every last bird and wizard within it.

Grallak is the key. Thank the Scourge that he trusts me and not the Faceless One. Otherwise, I doubt the Faceless One would bother imparting anything to us. We cannot trust these mages. When the Overgod arises, I think it will be time to settle some old scores.

Under the Herald's Watchful Eye We Conquer,

Grallak Kur has finally yielded a useful clue. I personally delivered it to the labyrinth, and the Faceless one giggled like a blood addled berserker when he saw the message. Grallak spoke of the worms again, of course. He says that even now they stir and writhe. The world is like an apple infested with them. All seems well for now, but soon they burst through the skin and swarm across the land. Still, part of this vision troubles me. Grallak spoke of a great power behind them, but the Ebon Triad teaches that these worms will awaken the Overgod. Is there some other power at hand here that we cannot see? Is it friend or foe?

The Faceless One knows more, but he of course has little to say. Perhaps Grallak has invented everything. His monstrous kin are few in number and battered after their pilgrimage through the Underdark. If he is an imposter or trickster, we may need to root him out of this place. In that case, our agents must make another supply run. Six coils of rope, and perhaps bows and more arrows, should do the trick. With the petitioners leading the way we can uncover any ambushes they have within the cliffs.

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Joachim '05

AGE OF
WORMS

ENCOUNTER AT BLACKWALL KEEP

The lizardfolk of the Mistmarsh have long been a thorn in the Free City's side. Barbaric and aggressive, the reptilian humanoids grew more bold with each year, until the Free City built a pair of keeps at either end of the swamp. The solution seemed to work, for the lizardfolk attacks waned in the following years. Yet the truth behind this change is more sinister—the mark of Kyuss has come to the Mistmarsh, and the lizardfolk are only its first victims.

"Encounter at Blackwall Keep" is a Dungeons & Dragons adventure designed for four 5th-level characters. It is also the third installment of the Age of Worms Adventure Path, a complete campaign consisting of 12 adventures, several "Backdrop" articles to help Dungeon Masters run the series, and a handful of poster maps of key locations. For additional aid in running this campaign, check out *Dragon's* monthly "Wormfood" articles, a series that provides additional material to help players survive this campaign. Your PCs should hit 6th level at some point in this adventure, and if any of them decide to take Leadership as their 6th-level feat, check out issue #335 of *Dragon* for three sample cohorts that they might want to take on. Finally, you can head online to paizo.com to download Age of Worms Overload, a free PDF that includes details on the hinterlands surrounding Diamond Lake, stat blocks for nearly everyone in town, conversion notes for running the campaign in the Forgotten Realms or Eberron settings, and more.

Of course, you can also run "Encounter at Blackwall Keep" as a stand-alone adventure, or even as part of a campaign of your own design.

Because much of the adventure takes place in an isolated swamp, the PCs have limited opportunities to replenish supplies unless they're willing to travel for several days (by which time the events of this adventure could end badly).

Since this adventure heavily features lizardfolk, you may want to check out *Dragon* #335's "Ecology of the Lizardfolk" for more ideas on how to roleplay and portray these creatures.

BY SEAN K REYNOLDS
BY JOACHIM BARRUM, STEVE PRESCOTT, AND EVA WIDERMANN
BY ROBERT LAZZARETTI
AGE OF WORMS CALLIGRAPHY BY DARLENE
ADVENTURE PATH | LOW-LEVEL (1ST–5TH) | TEMPERATE SWAMP & DUNGEON CRAWL

Adventure Background

Decades ago, the lizardfolk of the large swampland known as the Mistmarsh grew bolder in their attacks on nearby farms and trade routes. The onslaught prompted the construction of two new keeps, one at the south end of the marsh (Marsh Keep) and the other at the north end (Blackwall Keep). Fully garrisoned with militia and a spellcasting officer and run by the nearby Free City, these keeps offered an extra element of defense against lizardfolk raids from the Mistmarsh. In the years that followed, lizardfolk attacks abated. The Free City assumed that their two new keeps had done the trick, but in truth, something far more sinister had occurred.

About two years ago, a sudden blight of ravenous green worms ate through entire clutches of lizardfolk hatchlings in numerous tribes throughout the Mistmarsh. With an entire generation wiped out, many tribes fell to desperation and depravity. Others were forced to take shelter and wait for new warriors to come of age. During these dark times, the Twisted Branch tribe received a visitor.

This visitor was Ilthane, a black dragon. She seemed to know much of the green worms that plagued the lizardfolk, and when she told them that arcanists from the Free City were responsible, the lizardfolk grew angry indeed. Over the next several months, the Twisted Branch nurtured their newest generation of warriors into fighters, and in the interim, Ilthane graciously offered to guard the tribe's clutch of eggs until they regained their foothold in the Mistmarsh.

Today, the Twisted Branch tribe is once again strong. Their eggs are set in a special chamber connected to the lizardfolk lair by a long underwater tunnel. Ilthane herself lairs here sometimes, but has been away on business elsewhere for some time now. With their increased numbers and the dragon's support, the lizardfolk hope to amass an army that can threaten the expansionist Free City, stalling further encroachment on their homeland and exacting revenge for the terrible blight upon their eggs.

Yet unknown to the tribe, Ilthane has deceived them. She is in fact the one responsible for the worms ten years ago, just as she is responsible for the new batch of green worms that even now incubates in the lizardfolk lair. Ilthane secretly works for the dracolich Dragotha, who served the undead godling Kyuss in ancient times. Ilthane hoped to infect the lizardfolk with masses of Kyuss' ravenous worms years ago, but the worms didn't take. Rather than transform the lizardfolk young into undead monsters, they merely consumed them and died. With the new batch of worms, she has corrected her previous errors. Soon, the worms will emerge from the special incubator she has installed in the lizardfolk warren, and she'll be able to create a large number of undead horrors in a very short amount of time, all according to the wishes of her unliving master. Though Ilthane does not appear in this adventure (she is far too powerful for 5th-level characters to defeat), her presence and influence should be felt in many places. Eventually, in "A Gathering of Winds" (*Dungeon* #129), the PCs will have a chance to confront the black dragon personally.

Although they did their best to keep the shame of losing an entire clutch to the worms a secret, the lizardfolk were unable to hide it from everyone. Not long after the lizardfolk attacks ceased two years ago, Blackwall Keep's then resident mage visited the Twisted Branch lizardfolk on an unsanctioned diplomatic mission. He returned "changed," eventually transforming into a horrible undead thing infested with green worms. Unwilling to slay their former colleague, the soldiers locked him in the basement, where he has waited patiently for a chance to escape.

As the PCs set out for Blackwall Keep, things are about to grow complicated.

Adventure Synopsis

In the first two adventures of the Age of Worms Adventure Path, the PCs met and befriended a local wizard named Allustan. Dubbed "the smartest man in Diamond Lake," Allustan took a keen interest in the Whispering Cairn after the PCs discovered that it was a tomb for the ancient Wind Dukes of Aaqa. Allustan is keenly interested in exploring the cairn himself, but first, he needs to consult with an old friend in Blackwall Keep. He asks the PCs to accompany him south as an escort; the road along the Mistmarsh's edge is unsafe, even for a powerful wizard.

The PCs arrive at Blackwall Keep to find over two dozen lizardfolk assaulting it. The PCs must battle to rescue the survivors in the keep and repel the lizardfolk in successive attacks. Once the keep is secure, the surviving guards tell them several soldiers (including Allustan's friend) were carried off and need to be rescued. Allustan urges them to free the captives, while he uses an emergency scroll of *teleport* to report the news to the commander of the Diamond Lake garrison and ask for reinforcements to be sent south.

The trek to the lizardfolk lair takes more than a day, but the numerous lizardfolk leave a relatively easy trail even through the swamp. The lair is large and partly submerged, and the lizardfolk defend it vigorously. The PCs learn of a schism within the lizardfolk tribe, and of the alliance between the lizard king and the black dragon Ilthane, and by defeating the corrupt king and rescuing the tribe's eggs from a terrible fate the PCs can secure the cooperation of the Mistmarsh tribes and rescue the prisoners.

Returning to the keep with the freed soldiers, the PCs find the survivors at the keep are terrified of a creature in the basement that has been snatching them one by one. The PCs must defeat this final enemy before its undead corruption spreads.

Adventure Hooks

If the PCs have played through the earlier parts of the Age of Worms adventure path, this adventure starts with Allustan contacting the PCs. He tells them that he has completed his study of the artifacts they found in the Whispering Cairn. He believes the glyphs on the objects are an ancient dialect of Auran, the language of elemental air.

He explains that some of the tombs in the Cairn Hills are thought to contain the graves of the Wind Dukes of Aaqa, great and valorous beings of flesh and air who served Law in the primordial times before history. The Wind Dukes battled an evil entity known as the Queen of Chaos, defeating her with an artifact which shattered and is now known as the *Rod of Seven Parts*. Even children know of this legendary battle on the Fields of Pesh, thought by some to lie in the distant north. All of these clues have Allustan greatly interested in the Whispering Cairn, and he would like the PCs to tell him its location so he may study it further.

Before he can make that visit, however, he has an appointment he must keep. Marzena, a battle mage of the Free City assigned to Blackwall Keep at the northern edge of the Mistmarsh, is an old friend of Allustan and sent him a message about reports of strange green worms in the Cairn Hills. If the PCs have told Allustan about the green worms, he points out Marzena's message as a possible tie to that mystery. Allustan asks the PCs to escort him to Blackwall Keep, as the Mistmarsh is a dangerous place and monsters have been known to raid outlying farms.

If you haven't used the previous two adventures in the Age of Worms adventure path, here are a few ways to get your PCs involved with this adventure.

- Marzena is a friend or relative of one of the PCs, and that PC is traveling to Blackwall Keep to visit her.
- The keep's architect or an older military advisor needs an escort back to the keep. This option presents interesting difficulties as the PCs must keep their charge out of harm's way while they deal with the besieging lizardfolk.
- The PCs might spot the lizardfolk dragging their captives into the lair, or have some other motivation to enter the lair (such as investigating rumors of an alliance between the lizardfolk and a dragon), bypassing the initial encounters at the keep.

PART ONE: TO BLACKWALL KEEP

This adventure assumes that the PCs begin in Diamond Lake. Give them time to tie up any loose ends from their previous adventure, identify magic items, brew potions and write scrolls, and otherwise recover from their ordeals under Dourstone Mine. If any of the PCs have indicated a desire to take the Leadership feat in the future, you can introduce several possible cohorts at this point so that when the PC reaches 6th level, they'll have some prospects to choose from.

Eventually, Allustan gathers the PCs for the journey south. Although he has a scroll of *teleport*, he prefers to keep it in reserve for emergencies and instead plans to travel on horseback to Blackwall Keep. The road to the Keep is 18 miles east along a trail (the latter parts of which are hilly), then south a like distance along another trail to the southernmost spur of the Cairn Hills. Roll for encounters once per day on the eastbound trip using the following table. Once a particular group is encountered it can't be encountered again (if that encounter is rolled a second time, no encounter occurs that day).

Encounters on the Road

d%	Encounter
01–35	No encounter
36–45	2d6 dwarf crafters
46–55	2d4 gnome traders
56–65	2d6 halfling farmers
66–75	2d6 religious pilgrims
76–85	4 bandits (EL 3)
86–90	8 orcs (EL 4)
91–95	8 goblins (EL 3)
96–100	4 lizardfolk (EL 5)

Dwarf Crafters: These dwarves are carrying a shipment of metal tools to the Free City. Each dwarf is an expert 1 and carries a bag of goods. They're willing to sell their goods on the road if the buyer seems reputable, and defend themselves and their goods if attacked, but they are not soldiers and would rather be robbed than killed.

Gnome Traders: The gnomes are returning from the Free City after bargaining for exotic goods. They're interested in buying small gems and pieces of jewelry, and have minor alchemical items (25 gp or less) for sale. Each is an expert 1. As with the dwarves, they'll fight to protect their property but run away if they think odds are they'll be killed.

Halfling Farmers: These 1st-level commoners have bags of herbs and pipeweed they're bringing to market. They don't like to trade on the road and only do so if there is a halfling PC. They run away if attacked.

Religious Pilgrims: These devout worshipers of St. Cuthbert are on their way to Diamond Lake for a religious holiday. Each is a 1st-level commoner or expert (any race) except for the leader, who is a 1st-level cleric. The pilgrims subscribe to the militant doctrine of Diamond Lake's church of St. Cuthbert, and see any interaction with strangers as a chance to gain new converts.

Bandits: These ruffians are 2nd-level warrior humans or half-orcs and are trying to collect "toll money" from people on the road. They can be cowed by a show of force or intimidation, and flee combat if their opponents appear to have any skill.

Orcs or Goblins: These savage raiders only attack at night, preferably when most or all of their opponents are sleeping. They are cautious and usually do not attack well-armed or well-guarded targets unless they look wealthy.

Lizardfolk: These reptiles are not associated with the tribe attacking Blackwall Keep. They are scouting for unusual (i.e., non-swamp) game to bring to their king as a gift, are only encountered around dusk and dawn, and only fight if attacked. If hailed in Draconic (the only language they understand) and bribed with food they are willing to tell the PCs recent news from the Mistmarsh; the only thing of interest to the PCs is that one of the larger lizardfolk tribes (the Twisted Branch) near the center of the Mistmarsh is preparing for war.

These encounters shouldn't particularly challenge the PCs, especially since they have Allustan along. He intends to stay the night in an old, abandoned farmhouse along the side of the road known locally as "Shank's Rest." Shank gave up farming many years ago when he inherited a large amount of money, and moved to the Free City to live up his twilight years. He never bothered selling his old farm, and now, travelers often use the farmhouse as a waypoint on their travels along the road.

During this night, you should feel free to roleplay any conversations the PCs may have with Allustan. Try to develop him into a likable supporting character—a friend. He may challenge a PC to a contest of riddles, or he might simply tell them stories of his younger days spent as an adventurer. He won't elaborate on his mysterious patron, saying only that their parting was less than friendly. Later, in the sixth installment of the Age of Worms, the PCs must rescue Allustan from a dire fate, and the impact of that event will be stronger if the PCs view Allustan as a trusted friend.

ALLUSTAN **CR 8**

Male human wizard 8

N Medium humanoid

Init +6; **Senses** Spot +6, Listen +6

Languages Common, Elven, Dwarven

AC 17, touch 13, flat-footed 15; Dodge

hp 29 (8 HD)

Fort +5, **Ref** +6, **Will** +10

Spd 30 ft.

Melee mwk dagger +4 melee (1d4–1/19–20)

Ranged mwk dagger +7 ranged (1d4–1/19–20)

Base Atk +4; **Grp** +3

Combat Gear *potion of cure moderate wounds*, scroll of *dimension door*, scroll of *dispel magic*, scroll of *teleport*, *wand of dispel magic* (7 charges), *wand of magic missiles* (CL 5th, 20 charges)

Spells Prepared (CL 8th, +6 ranged touch):

4th—*dimension door*, empowered *scorching ray*, *stoneskin*

3rd—*deep slumber* (DC 18), *dispel magic*, *fireball* (DC 18), *fly*

2nd—*resist energy*, *scorching ray*, *see invisibility*, *web* (DC 17)

1st—*charm person* (DC 16), *identify*, *magic missile*, *magic weapon*, *shield*

0—*detect magic*, *mage hand*, *mending*, *read magic*

Spellbook: Allustan carries a traveling spellbook with all his currently prepared spells within; he has access to other spells in his primary spellbook at home but does not bring that book with him.

Abilities Str 8, Dex 14, Con 12, Int 20, Wis 14, Cha 10

SQ familiar (none currently kept)

Feats Brew Potion, Combat Casting, Dodge, Empower Spell, Improved Initiative, Scribe Scroll

Skills Concentration +12, Knowledge (arcana) +16, Knowledge (history) +13, Knowledge (local) +11, Knowledge (the planes) +13, Listen +6, Spellcraft +18, Spot +6

Possessions combat gear, masterwork dagger, *amulet of natural armor +1*, *bracers of armor +3*, *ring of protection +1*, *headband of intellect +2*, *cloak of resistance +2*, *pearl of power* (1st), 2 doses of diamond dust worth 250 gp each, 225 gp.

Blackwall Keep

As the PCs and Allustan cover the last stretch of the southbound trail, they notice an increase in the number of flies and the smell of a battle—smoke and blood. Earlier this morning a large number of lizardfolk surrounded and attacked Blackwall Keep. Both sides inflicted casualties, and by the time the PCs arrive the lizardfolk have pulled back, regrouped, and are preparing for their next sortie against the keep.

The hilly terrain means it's possible for cautious characters to get close enough to see the keep without being spotted by its residents or attackers (the lizardfolk are focused on the keep rather than the trail). If they do, they can secure a good view of the keep and its current situation. The region surrounding the keep is presented on the poster map provided with this issue.

The keep itself is built out of black stone and consists of a single ground floor with a tower. The entire ground floor is buried under a false hill, and all that is visible is the tower itself. The door to the keep (visible only from the south side) looks like it has been broken open and hastily repaired. On the level above the door a five-foot balcony extends outward, giving the defenders a good vantage point and making it harder for invaders to enter the tower by climbing the walls.

Large sharpened wooden stakes jut out of the hillside, pointing away from the keep (toward any potential attackers). Any creature entering a square with one of these stakes at normal speed must succeed at a DC 10 Reflex savie (DC 15 if the creature is running or charging) or take 1d6 points of piercing damage. A creature may automatically pass through the square safely if they spend 2 squares of movement to pass through and they are not running or charging.

Next to the keep is a stockaded horse corral, partially embedded in the false hill. The doors to the stockade are open and a dead and partially dismembered horse is in the doorway (all three horses assigned to the keep are dead within the corral, killed early by the lizardfolk to prevent escape or messengers).

If the PCs watch, they see eight groups of five lizardfolk are arranged in strategic places around the keep, using bushes, large rocks, and dead trees as cover. Each has a club, large shield, and at least one javelin. Some of them are eating horsemeat, and at least one is eating a dead human soldier. Three dead lizardfolk are out in the open near the keep, attracting flies. A hundred yards beyond the most distant ground of lizardfolk is a broad swath of grassland, and beyond that is the Mistmarsh. It is impossible to reach the keep without passing the lizardfolk, and without the use of magic it seems a certainty that at least one of the lizardfolk will see anyone attempting to reach the keep, as there are no hiding places that lead all the way up to the keep.

If the PCs charge the keep, they have to deal with all of the lizardfolk as a large group. Barring a few lucky *fireballs* or something similar, the PCs can't win—twelve normal lizardfolk are EL 8, a tough challenge for 5th-level PCs, and if fighting thirty such creatures could be measured accurately on the EL scale, they'd be at least an EL 11—certain death barring a freak combination of rolls in the PCs' favor. If they want to defeat the lizardfolk, their best bet is to try to tackle them one group at a time, either in ambush-and-run raids or while the lizardfolk are attacking the keep and not able to reinforce each other (killing the leader may also break their morale and convince them to retreat). Alternately, the PCs may try to bypass the lizardfolk and get into the keep to help the soldiers. Either way, Allustan tells them they need to help the soldiers immediately while he uses his scroll of *teleport* to return to Diamond Lake and get reinforcements from the commander of the garrison there. It takes some time for Allustan to convince the garrison to send reinforcements, and even more time for them to organize and set out. They'll arrive at Blackwall, on foot, in 1d4+2 days.

The PCs might argue that Allustan's spells could provide a significant help in fighting the lizardfolk, and if they ask him to stay, he appears tormented. He clearly loathes leaving the task of defending the keep to the PCs, but at the same time, common sense urges him to use the scroll to get help as soon as he can. If the PCs seem especially set against his leaving, his torment quickly changes to disappointment. He points out that the PCs have already faced more dangerous challenges than lizardfolk, and observes that if they don't think they can handle the problem themselves, perhaps they should consider a new line of work. In the end, Allustan leaves the PCs to their own devices at Blackwall Keep. It's up to them to determine if the wizard leaves them as a friend or as something less.

The Lizardfolk

There are thirty lizardfolk besieging Blackwall Keep, split into six groups. Four of these groups consist of five common lizardfolk (EL 5 for each of these groups). The fifth and sixth groups each consist of four common lizardfolk and a special character (EL 6 for each of these last two groups). One of these special characters is a 4th-level warrior named Kushak, and the other is a 3rd-level druid named Shesht. Kushak is the leader of this attack, reporting directly to the aggressive and vengeful king of the tribe who is under the claw of Ilthane the black dragon. Kushak looks the same as the other lizardfolk present except he carries a metal shield rather than one made of wood or shell. The shaman, Shesht, is somewhat lazy and believes following the lizard king is the easiest way to power and comfort in the tribe.

Kushak knows if he succeeds in this raid he'll win the favor of the king, so he is determined to wipe out the soldiers and take their weapons back to arm his tribe. His warriors managed to capture four soldiers on their last sortie (including Marzena, the keep's battle mage) and have already sent them back to the Twisted Branch lair with one of his teams as a gift to his king; the captured humans are either to be kept as slaves or (more likely) eaten as food in the next few days.

Kushak plans to wait until just after sundown and attack while there is still light enough for his warriors to see but not so much that the human defenders have an easy time spotting their advance. He knows if his people can again break down the keep door and hold that position, the humans will be trapped inside and easy pickings. If the evening attack fails, he directs his people to creep back into the marsh to retrieve simple barricades of wood and wet swamp grass which they'll use the next day as full cover while they approach the keep for a morning attack (the night-time absence of the lizardfolk is a good opportunity for the PCs to enter the keep).

If severely wounded, an individual lizardfolk retreats to a safe distance but returns to fight again after regrouping. Normally they'd consider fleeing if the overall battle went against them, but Kushak is a hero to his people and he can convince them to fight even against poor odds (see The Battle, below, for more information on Kushak's options if the fight goes against the lizardfolk).

Lizardfolk (28): 11 hp each; *Monster Manual* 169.

KUSHAK **CR 4**
Male lizardfolk warrior 4
N Medium humanoid (reptilian)
Monster Manual 169
Init +1; **Senses** Listen +2, Spot +6
Languages Draconic

AC 18, touch 11, flat-footed 17
hp 33 (6 HD)
Fort +5, **Ref** +5, **Will** +1

Spd 30 ft.
Melee *+1 club* +9 (1d6+3)
Ranged javelin +6 (1d6+2)
Base Atk +5; **Grp** +7

Abilities Str 15, Dex 12, Con 13, Int 10, Wis 10, Cha 12
SQ hold breath
Feats Alertness, Multiattack, Weapon Focus (club)
Skills Balance +5, Climb +0, Jump +6, Listen +2, Spot +6, Swim +3
Possessions heavy steel shield, *+1 club*, 5 javelins, pouch containing 20 cp, 38 sp, and 31 gp

SHESHT **CR 4**
Female lizardfolk druid 3
NE Medium humanoid (reptilian)
Monster Manual 169
Init +1; **Senses** Listen +4, Spot +5
Languages Draconic, Druidic

AC 18, touch 11, flat-footed 17
hp 27 (5 HD)
Fort +4, **Ref** +5, **Will** +4

Spd 30 ft.
Melee mwk club +5 (1d6+1)
Base Atk +3; **Grp** +4
Combat Gear 2 *potions of cure moderate wounds*, *potion of barkskin +2*, *wand of cure light wounds* (16 charges), *wand of produce flame* (32 charges)
Spells Prepared (CL 3rd, +4 ranged touch):
2nd—*soften earth and stone*
1st—*cure light wounds* (2), *jump*
0—*cure minor wounds* (3), *light*

Abilities Str 13, Dex 12, Con 13, Int 9, Wis 12, Cha 10
SQ animal companion (Medium viper named Sasath), hold breath, nature sense, trackless step, wild empathy +3, woodland stride
Feats Alertness, Multiattack
Skills Balance +5, Heal +5, Jump +5, Knowledge (nature) +3, Listen +4, Spot +5, Survival +3, Swim +2
Possessions combat gear, heavy wooden shield, masterwork club, 16 *goodberries*, pouch containing 31 cp, 20 sp, and 25 gp

SASATH **CR —**
Medium viper animal companion
N Medium animal
Monster Manual 281
Init +4; **Senses** scent; Listen +6, Spot +6

AC 19, touch 14, flat-footed 15
hp 22 (4 HD)
Fort +5, **Ref** +8, **Will** +2; evasion

Spd 20 ft., climb 20 ft., swim 20 ft.
Melee bite +7 (1d6–1 plus poison)
Base Atk +3; **Grp** +2

Abilities Str 9, Dex 18, Con 12, Int 1, Wis 12, Cha 2
SQ link, share spells
Feats Alertness, Improved Natural Attack (bite), Weapon Finesse^B
Skills Balance +12, Climb +12, Hide +13, Listen +6, Spot +6, Swim +7

Poison (Ex): Injury, DC 13, 1d6 Con/1d6 Con.

The Soldiers

The soldiers are worried. Of the normal garrison of 30 soldiers and officers, only 14 soldiers remain in able condition—three soldiers and the garrison mage have been captured, twenty-two soldiers are dead (including the garrison commander), and four are unconscious from their wounds. The surprise attack from the lizardfolk has taken its toll and now the soldiers are outnumbered; they fear they cannot hold out more than another day against their attackers before they're overrun (though they have enough supplies to last about a week). If they spot the PCs (even during battle) they shout for help, both for themselves and their kidnapped comrades, indicating the lizardfolk dragged the captured ones south into the marsh. Normally well-equipped, the soldiers happen to be short on arrows right now and don't want to waste them on long-range shots. *Message* spells, flying familiars, and notes tied to arrows can help facilitate secret communication between the PCs and the trapped soldiers.

The soldiers normally wear leather armor but don chainmail when expecting battle; the lizardfolk raid initially caught them in their leathers but they've since had time to put on their chainmail.

If the PCs attack the lizardfolk, some of the soldiers on the balcony fire arrows at the reptiles if they have clear shots but overall try not to draw javelin fire from the lizardfolk.

BLACKWALL KEEP SOLDIER (14) **CR 1/2**
Human warrior 1
LN Medium humanoid
Init +1; **Senses** Listen +2, Spot +3
Languages Common

AC 16, touch 11, flat-footed 15
hp 4 (1 HD)
Fort +2, **Ref** +1, **Will** +0

Spd 20 ft.
Melee longsword +3 (1d8+1/19–20)
Ranged longbow +2 (1d8/×3)
Base Atk +1; **Grp** +2

Abilities Str 13, Dex 12, Con 10, Int 9, Wis 10, Cha 8
Feats Alertness, Weapon Focus (longsword)
Skills Handle Animal +1, Intimidate +0, Listen +2, Ride +2, Spot +3
Possessions chainmail, longsword, longbow with 6 arrows, 15 sp

The Battle

When the lizardfolk attack the keep, they try to remain close to the others in their five-person group, using their barricades to block arrow fire and perhaps launching a volley of javelins once they're close enough. Two groups try to break down the door, two more try to boost allies onto the tower balcony, with two (including Kushak's and Shesht's groups) remaining in reserve. Kushak doesn't want to sacrifice all of his warriors for this task, and if ten are slain he orders them all to retreat to the Mistmarsh to consider whether or not to attack again later. He is content to wear down the soldiers over a series of shorter forays; depending on how many lizardfolk survive each wave he may manage three or more attacks. The lizardfolk are very courageous as long as Kushak is alive; they won't break morale while he survives unless they're reduced to ten or fewer common warriors. They run to the marsh if he is slain and they have twenty or fewer warriors. Shesht uses his spells to aid and support his kin rather than directly attacking the soldiers.

To make it easier to run the fight, treat each half of the keep as a separate battle, focusing on the side the PCs can interact with and assuming the other side is in a stalemate (otherwise there are too many combatants to deal with and the battle slows to a crawl).

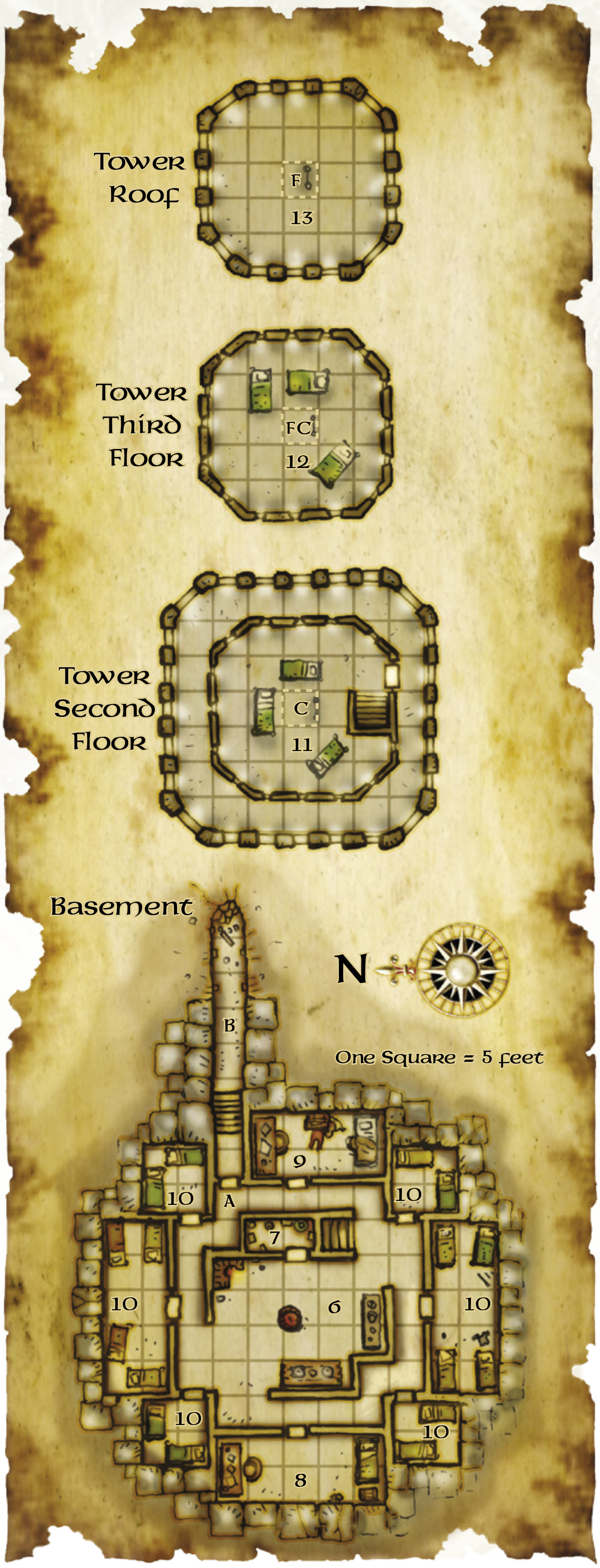
If the PCs attack, one group from each task (door and balcony) breaks off to deal with the new enemies; this keeps the encounter manageable for the DM and not too overwhelming for the PCs. Their primary goal is the keep and if the PCs don't appear to be a significant threat the overall force will continue to batter the keep door and plan to use the keep as shelter while retaliating against the PCs; in the face of a swift, strong attack they may maneuver to put one of the corral walls behind them or retreat into the Mistmarsh to make night raids on the PCs.

If the lizardfolk get the door open, the ones at the door move in to fight the soldiers inside while Kushak and the other reinforcements move up the hill to take their position outside the door. This means there's a short interval where the outside of the door is unguarded and the PCs can move in before the reinforcements arrive—an opportunity for the PCs to get inside and help the soldiers.

If the PCs are considering waiting out the siege, remind them of the kidnapped prisoners being dragged through the Mistmarsh; those unfortunate four can't afford to wait very long.

If the PCs get inside the keep and can help defend it, the lizardfolk continue to make their intermittent attacks until either their numbers drop below the threshold of courage (20, or 10 if Kushak is present), they succeed in taking over the keep, or reinforcements arrive from Diamond Lake; normally this means about five attacks at most while the PCs are present (consisting of 5–7 EL 5 encounters for the PCs, with perhaps one or two of those rated at EL 7 because of two groups fighting the PCs at once). If the lizardfolk flee or retreat, they enter the Mistmarsh at the closest point and march back to their lair (later encounters at the lair include any surviving lizardfolk from the keep attack).

Once PCs enter the keep and things settle down the defenders explain about the kidnapped soldiers if they haven't had a chance to do so already. When the reptiles broke open the door in the first attack, they knocked



out and dragged away three soldiers and their battle mage, Marzena (the PCs should recognize this name, as Allustan told them his friend's name when he asked them to escort him here). The soldiers can't leave the keep to go find them, even after the siege is over, so they ask the PCs to bring back their friends before they become lizard food. The soldiers don't have any information about where they might be, as there are several lizardfolk tribes and they can't tell them apart, but when last spotted the kidnappers were headed due south into the grassy area surrounding the Mistmarsh, so that's a start at least.

If the PCs enter the basement they may discover areas **A** and **B** and the spawn of Kyuss waiting there (the major encounter in Part Three: Terror Below). If the PCs encounter the creature before they enter the Mistmarsh, it may escape or overpower them and attack the other soldiers; the combination of foes from within and without convince them to flee their posts and scatter into the hills, hoping that the lizardfolk won't catch all of them (and death at their hands is certainly better than being turned into an undead thing by the spawn). To keep this from happening (and to preserve Part Three of this adventure), subtly discourage the PCs from entering the basement; launch another lizardfolk attack when they try to explore, have the soldiers press them to rescue their kidnapped comrades as soon as possible for fear of being sacrificed, and so on.

The exterior of the keep and the first floor (accessed by the main door) is shown on the poster map included with this issue. The poster map uses miniatures scale (1 inch = 5 feet) so you can use the poster as a map of the siege.

1. Main Hall

This entry area takes up most of the interior of the tower, giving the defenders plenty of room to maneuver should they need to repel invaders. Four doors and a flight of stairs lead out of this room. A small fireplace is in the southwest corner.

During the siege, the soldiers try to keep at least three of their number here to hold the entry.

A sturdy wooden door formerly protected the keep, but a couple of lucky hits by the lizardfolk broke it open. While the soldiers eventually managed to repel the lizardfolk that got inside and repaired the door by nailing a few planks to it, it's in much worse shape (treat as a good wooden door with a bar, hardness 5, 10 hp, break DC 20—the DC is lower because the bar is damaged). The door is too large to repair with *mending*, though a *make whole* spell returns it to full strength (strong wooden door with a bar, hardness 5, 20 hp, break DC 25).

2. Storage

This storage closet contains odds and ends like a broom, mallet, shovels, cooking pots, a bag of nails, and other miscellaneous gear needed for maintaining a small keep.

There is nothing remarkable about these supplies.

3. Cloak Closet

This small closet holds a dozen heavy cloaks suitable for hard rain or even snow. A few rolled blankets are on the floor.

There is nothing unusual about this clothing.

4. Dry Goods Storage

This small room contains shelves of jerked meat, three casks of water, and several barrels of grains and beans. A few small bottles of cheap wine are locked behind a simple cabinet with a lattice front.

These supplies, if carefully rationed, can last the soldiers about a week. They normally refill their water casks with rainwater from rain barrels on the roof and supplement their food by hunting and trapping small game. The keys to the wine cabinet were on the garrison commander's belt, and before the PCs arrived a few of the more maudlin soldiers were considering drinking all the wine as they expected to die anyway.

5. Corral

This small horse corral is enclosed by a wall made of wooden stakes. A reeking light riding horse lies dead in the open gateway, two others are dead inside. A water trough, food trough, and container of mash line the eastern wall, and a tarp covers three sets of tack, harness, and saddles.

The lizardfolk killed the horses during the initial attack. The one in the doorway has been torn apart and partially eaten.

6. Kitchen

This kitchen area has a cooking fireplace in the southwest corner, a long table stacked with clay dishes on the north wall, a washbasin on the east wall, and a water barrel in the northeast corner. Cooking pots hang on the walls and the center of the room has a short, broad barrel with handles, probably for scraps and garbage.

This is a simple kitchen. The soldiers rotate cooking duties (though some of them are certainly better than others) and washing duties.

7. Pantry

This cramped room has shelves with perishable goods, mainly fruit, some cheeses, and small jars of herbs.

As the basement level is cooler than the entry floor, perishable foods last longer here than they would upstairs. Dry goods from area **4** are brought down as necessary for meals.

8. Commander's Quarters

This room has a bed, storage chest, table, and chair. The table has a sheaf of papers, an inkwell and quills, and a small lamp. The place is kept very neat. A suit of chainmail hangs on one wall.

This was the quarters of commander Garm, killed early in the raid. Like the other soldiers, Garm was wearing his leather armor when the lizardfolk attacked, which is why his chain armor hangs here.

9. Mage's Quarters

This room has a bed, storage chest, table, and chair. The table has a sheaf of papers, an inkwell and quills, and a small lamp. A tapestry showing a landscape with the Free City in the background hangs on one wall. The room is a little messy; the bed is unmade, clothes are spilling out of the storage chest, and many of the visible papers contain simple drawings, some of them risqué.

This is Marzena's room. She normally travels light except for spare clothes—all of her magic items are with her. As she's a sorcerer she has no need for a spellbook—the notes on the table are just drawings, jokes she's heard from the soldiers, and drafts of letters to friends and research contacts in nearby cities. Marzena is a laughing battle-hardened older woman with an open face, enjoying a relatively simple post in near-retirement.

10. Soldier's Quarters

This cramped room has bunk beds, with flat storage chests underneath. Several hooks are in the wall—the kind used to hang weapons and armor.

The smaller rooms have two sets of bunk beds, the larger ones four. Some have suits of chain mail hanging on the wall, others have leather armor thrown haphazardly on the floor or bed (surviving soldiers changed into better armor as time permitted).

11. Tower Second Floor

This octagonal room has three sets of bunk beds arranged near the center, leaving a five-foot-square gap to allow access to a small ladder leading to an open trap door in the ceiling. There are arrow slits in each wall. A door near the stairs leads to a narrow balcony with a crenellated wall.

The bunk beds provide sleeping areas for six more soldiers. Because of their undesirable location near a high-traffic area, these beds normally go to the newest soldiers assigned to the keep. The balcony wall is a low obstacle, giving cover to anyone on the balcony but allowing those on the balcony to ignore cover effects against attacks outside the keep.

12. Tower Third Floor

Like the previous floor, this room has three sets of bunk beds and a ladder in the middle of the room. Below the ladder is a trap door in the floor, above it is one in the ceiling. All eight walls have arrow slits.

The ladder is positioned between the trap doors in such a way that if both are opened a person can easily climb from area **11** all the way up the roof (area **13**). The trap door in the ceiling has a bar to secure the keep against invaders from the roof.

13. Tower Roof

This octagonal roof has a parapet wall and a trap door in the floor.

There is normally one soldier on duty here keeping a lookout. If no soldier is present, the guards bar the trap door from area **12**.

A. Secured Door

Use the following description if the PCs haven't traveled to the lizardfolk lair in the Mistmarsh, and thus the spawn of Kyuss in area **B** hasn't realized its prison door is no longer a barrier.

This wooden door bears a simple large padlock securing it, though the lock is smashed and broken as if by some kind of club. It appears the door is also nailed shut to its frame.

If the PCs haven't gone to the Twisted Branch lair, the spawn of Kyuss is still trapped in area **B** (or at least contained behind a door). If they open the door (which requires breaking it open or pulling all the nails, either of which alerts the spawn to their presence) the spawn is ready for them and attacks the first creature it sees. If it defeats the PCs or they retreat, it pursues them elsewhere into the keep until it finds easier targets (such as the common soldiers).

If the PCs come to this area after dealing with the Twisted Branch lair, the spawn has figured out it can escape from its prison and has begun raiding the other levels of the keep for victims. Use the following description for this area under these circumstances.

This wooden door is ajar, its simple large padlock smashed and broken as if by some kind of club. Ragged marks around the edges of the door and a few bent and broken nails in the frame suggest it was once nailed shut, but whatever was behind it has broken out.

B. Spawn Room (EL 5)

If the PCs haven't traveled to the lair in the Mistmarsh, use the following description for this area, otherwise use the description given in Part Three of this adventure.

A flight of stairs leads down to a hallway carved out of packed earth and braced with planks.

Two years ago the soldiers were working on an escape tunnel here. When their resident wizard turned into a spawn of Kyuss, they managed to trap him in the incomplete tunnel, shut the door, and lock it inside. After a few hard tries on the door it gave up trying to escape and settled itself in for a long wait. When one of the lizardfolk that got all the way into the keep broke the lock on the door, the spawn sensed something was different about its situation, but it hasn't yet tried to break open the door.

SPAWN OF KYUSS **CR 5**
CE Medium undead
Monster Manual II 186
Init –1; **Senses** darkvision 60 ft.; Listen +0, Spot +6
Aura fear (40 ft. radius, DC 14)
Languages Common

AC 11, touch 9, flat-footed 11
hp 29 (4 HD); fast healing 5
Immune undead traits
Fort +1, **Ref** +0, **Will** +4
Weakness curative transformation

Spd 30 ft.
Melee slam +7 (1d6+6 plus worm and Kyuss' gift) or
touch +6 melee touch (0 plus worm)
Ranged worm +1 ranged touch (special)
Base Atk +1; **Grp** +6
Special Atk create spawn, fear aura, Kyuss' gift

Abilities Str 18, Dex 9, Con —, Int 6, Wis 11, Cha 15
SQ turn resistance +2
Feats Toughness, Weapon Focus (slam)
Skills Hide +0, Jump +7, Move Silently +3, Spot +6

Create Spawn (Su): If a spawn of Kyuss hits with a slam attack, as a free action it may transfer a worm from its body to that of the target (it may also do this as a touch attack or have a worm leap as a ranged touch attack with a range of 10 feet). The worm is a Fine vermin with AC 10 and 1 hit point. During this time, the worm can be killed by normal damage or the touch of silver. On the spawn's next turn, the worm burrows into the flesh of its target (creatures with natural armor +5 or more are immune), making its way toward the brain and causing 1 hit point of damage per round until it reaches the brain 1d4+1 rounds later. When inside a victim, the worm can be destroyed by *remove curse* or *remove disease* (or spells that duplicate these effects); *dispel evil* or *neutralize poison* delays its progress for 10d6 minutes. These spells affect multiple worms within the same victim. Worms cannot survive outside of a host for more than 1 round. A DC 20 Heal check extracts the worm and kills it. Once the worm reaches the victim's brain, it inflicts 1d2 points of temporary Intelligence damage per round until it is destroyed or the victim reaches 0 Intelligence, at which point the host dies and rises as a spawn of Kyuss 1d6+4 rounds later. Small, Medium, and Large creatures become spawn of Kyuss as described above; smaller creatures quickly putrefy rather than becoming spawn, larger creatures become normal zombies. Spawn (and spawned zombies) are not under the control of their parent but usually follow after whatever spawn created them. Any creature that touches a spawn with an unarmed strike or other natural weapon is immediately attacked by 1d4 worms.

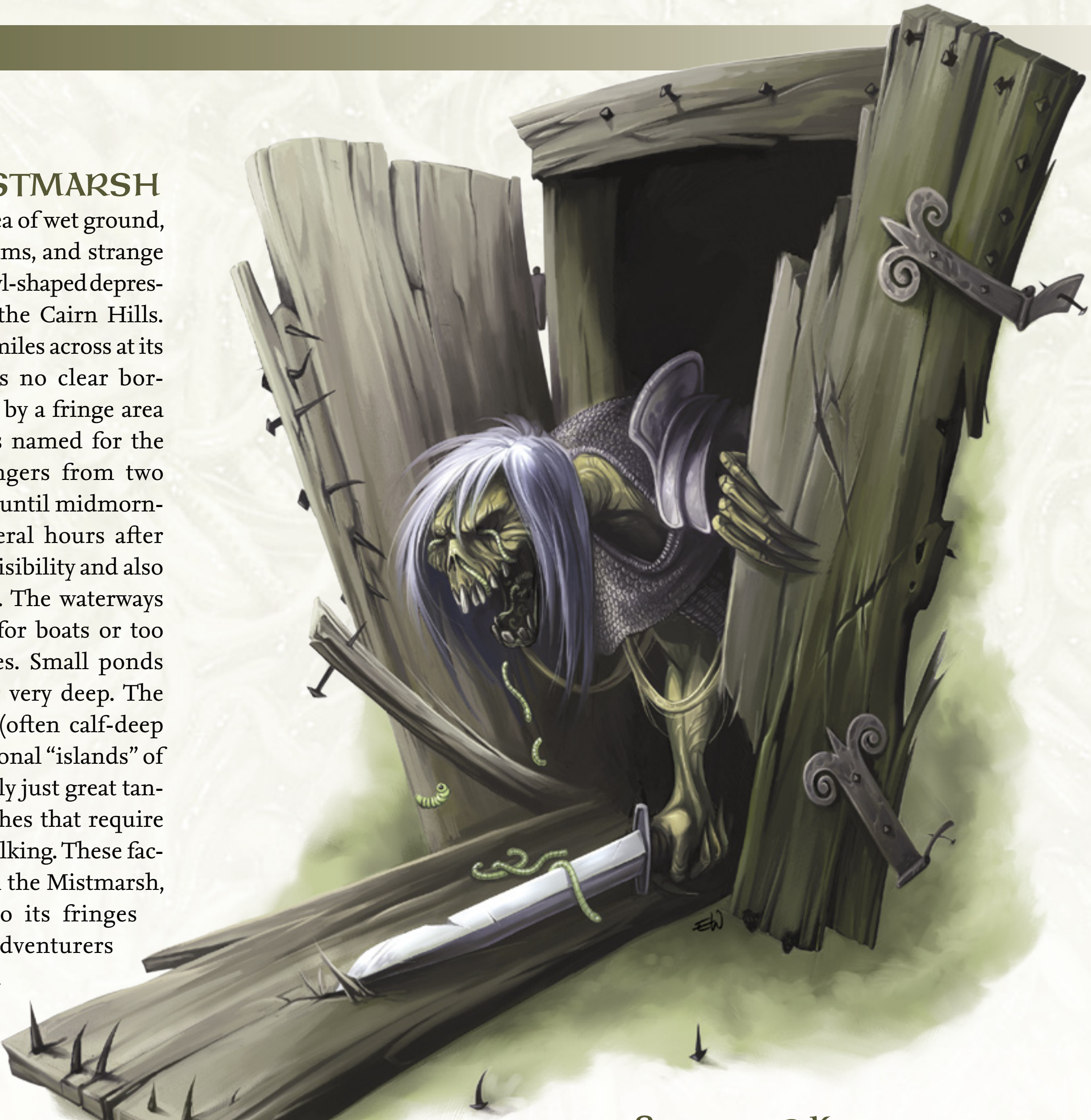
Curative Transformation (Ex): *Remove curse* or *remove disease* (or more powerful effects that duplicate these spells) transform a spawn of Kyuss into a normal zombie.

Fear Aura (Su): Continuous effect in a 40-ft. radius, as a *fear* spell (panicked), Will negates DC 14. A creature that makes its save against the aura is immune to it for 24 hours. Caster level 7th. The DC is Charisma-based.

Kyuss' Gift (Su): Supernatural disease, incubation time 1 day, Fortitude DC 12. The disease deals 1d6 Constitution and 1d4 Wisdom damage per day, manifesting as rotting flesh and dementia. Healing magic has only half effect on the victim, though *remove disease* cures it normally.

PART TWO: INTO THE MISTMARSH

The Mistmarsh is an area of wet ground, grassland, shallow streams, and strange hazards that rests in a bowl-shaped depression in the middle of the Cairn Hills. The marsh is over sixty miles across at its narrowest point. It has no clear border, as it is surrounded by a fringe area of drier grassland. It is named for the harmless mist that lingers from two hours before sunrise to until midmorning, and again for several hours after sunset; the mist limits visibility and also seems to muffle sound. The waterways are either too shallow for boats or too infested with crocodiles. Small ponds are common but never very deep. The drier parts are muddy (often calf-deep on a human) and occasional "islands" of mangaroo trees are really just great tangles of roots and branches that require climbing rather than walking. These factors make travel slow in the Mistmarsh, limiting exploration to its fringes except for dedicated adventurers or those with magical means of bypassing its obstacles.



Spawn of Kyuss

The most significant threats in the marsh are the warring tribes of lizardfolk, a pack of ghouls, crocodiles (including giant crocodiles), giant vermin, and cockatrices (rarely seen, but the many statues in the marsh attest to their presence). Blink dogs live in the swamp but avoid humanoid creatures. Clouds of insects are a constant irritation, and in the summer mosquitoes grow so thick as to discourage all but the hardiest traveler. The abundant hiding places for smaller creatures make the Mistmarsh a haven for small game, mainly birds, small reptiles, and wary mammals like boars and deer.

The Mistmarsh is a daunting place, with many great dangers and enough natural hazards to slow most exploration to a crawl. The lizardfolk lair is 23 miles into the swamp. Fortunately it's almost due south of the keep and the PCs are trailing a group of lizardfolk with prisoners, so even a party without a tracker can find it under these circumstances, though it takes longer.

Most places in the Mistmarsh count as a shallow bog (see the *Dungeon Master's Guide,* page 88), though some places are deeper and count as a deep bog. In areas of shallow bog it costs 2 squares of movement to move one square (so characters move at half normal speed), and the DCs of Tumble checks in the area increase by +2. PCs traveling at speed 30 can cover 12 miles per day (8 hours of travel) in marsh terrain (see *Player's Handbook,* pages 162–163). A character leading the PCs can make one DC 15 Survival check every four hours of travel to find the best path through the Mistmarsh and avoid serious obstacles; each successful check adds two miles to the distance traveled in that four-hour period.

The lizardfolk do not follow an actual trail, though they do stick to the drier areas because they are carrying prisoners. Tracking the lizardfolk requires a DC 5 Survival check each mile traveled; tracking them forces the PCs to move at half speed or take a –5 penalty on their Survival checks. The morning and evening mists of the Mistmarsh add +3 to the DC.

The lizardfolk stop to rest at night but have at least half a day's head start (6 miles plus the time PCs spend at the keep, if any), so unless the PCs push on through the night they won't be able to catch their prey before the lair. If the PCs do push on at night, roll for an additional night-time encounter (see below) and note that the Survival DC increases at night (see the Track feat).

Roll for encounters once per day and once at night using the following table.

Mistmarsh Encounters

d%	Encounter
01–05	5 ghouls (EL 5)
06–10	1 ghast and 5 ghouls (EL 6)
11–25	5 lizardfolk (EL 5)
26–45	2 crocodiles (EL 4)
46–55	1 giant crocodile (EL 4)
56–75	4 Medium spiders (EL 5)
76–85	1 Huge spider (EL 5)
86–95	1 Huge constrictor snake (EL 5)
96–100	2 cockatrices (EL 5)

Ghouls: This pack of ghouls is one of several haunting the Mistmarsh. The cunning creatures use tactics against their opponents, including ambushes (in particular they like to lay prone in pools of murky water, rising when enemies are in reach).

Ghast and Ghouls: As above, except the ghouls follow an even more cunning ghast.

Lizardfolk: These lizardfolk are not of the same tribe as those attacking the keep, and are investigating the intrusion of other lizardfolk through their territory. They'll aggressively attack any group they feel they can kill.

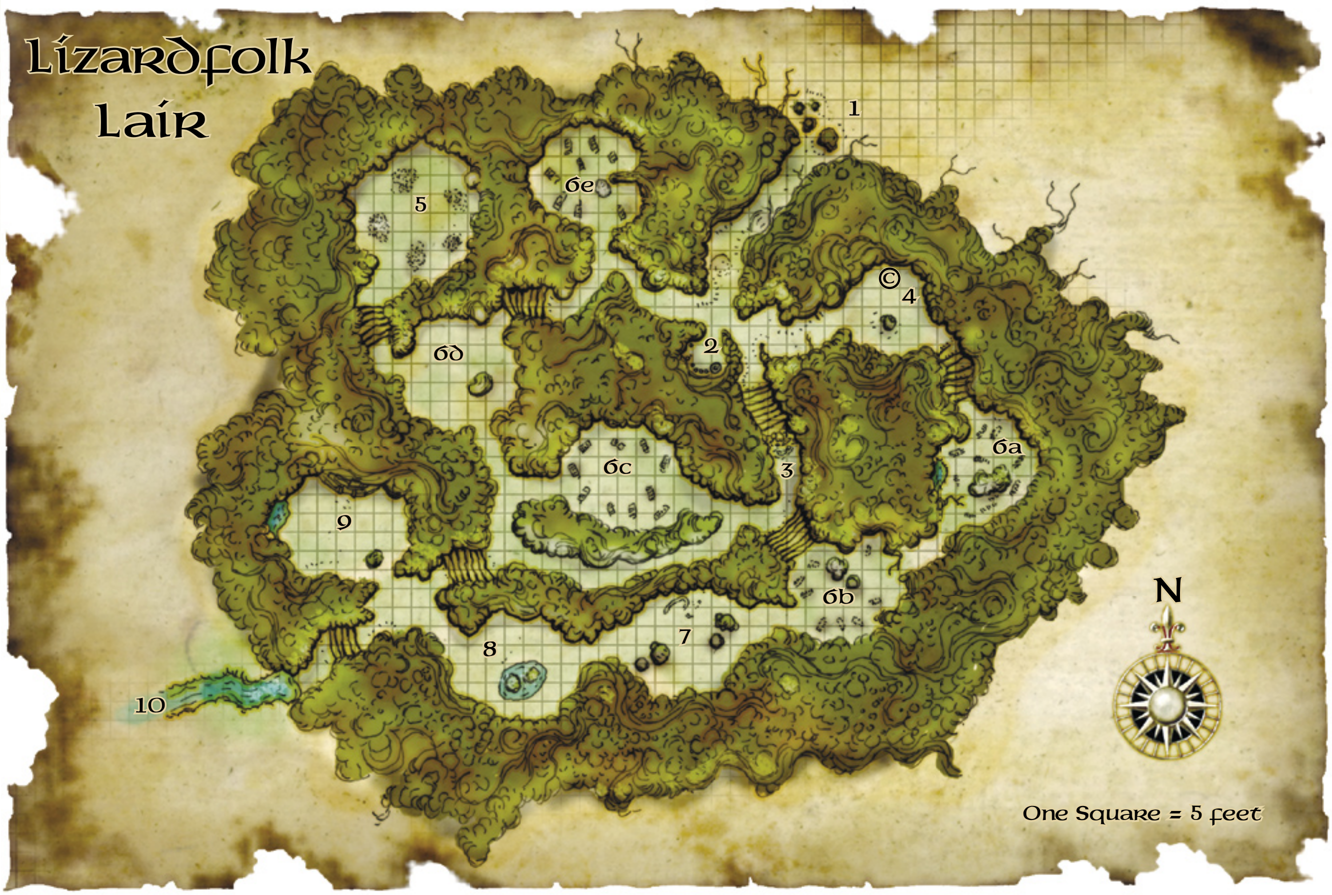
Crocodiles, Spiders, Constrictor Snake: These creatures use normal tactics for their kind, waiting in the water to snatch and drown an opponent.

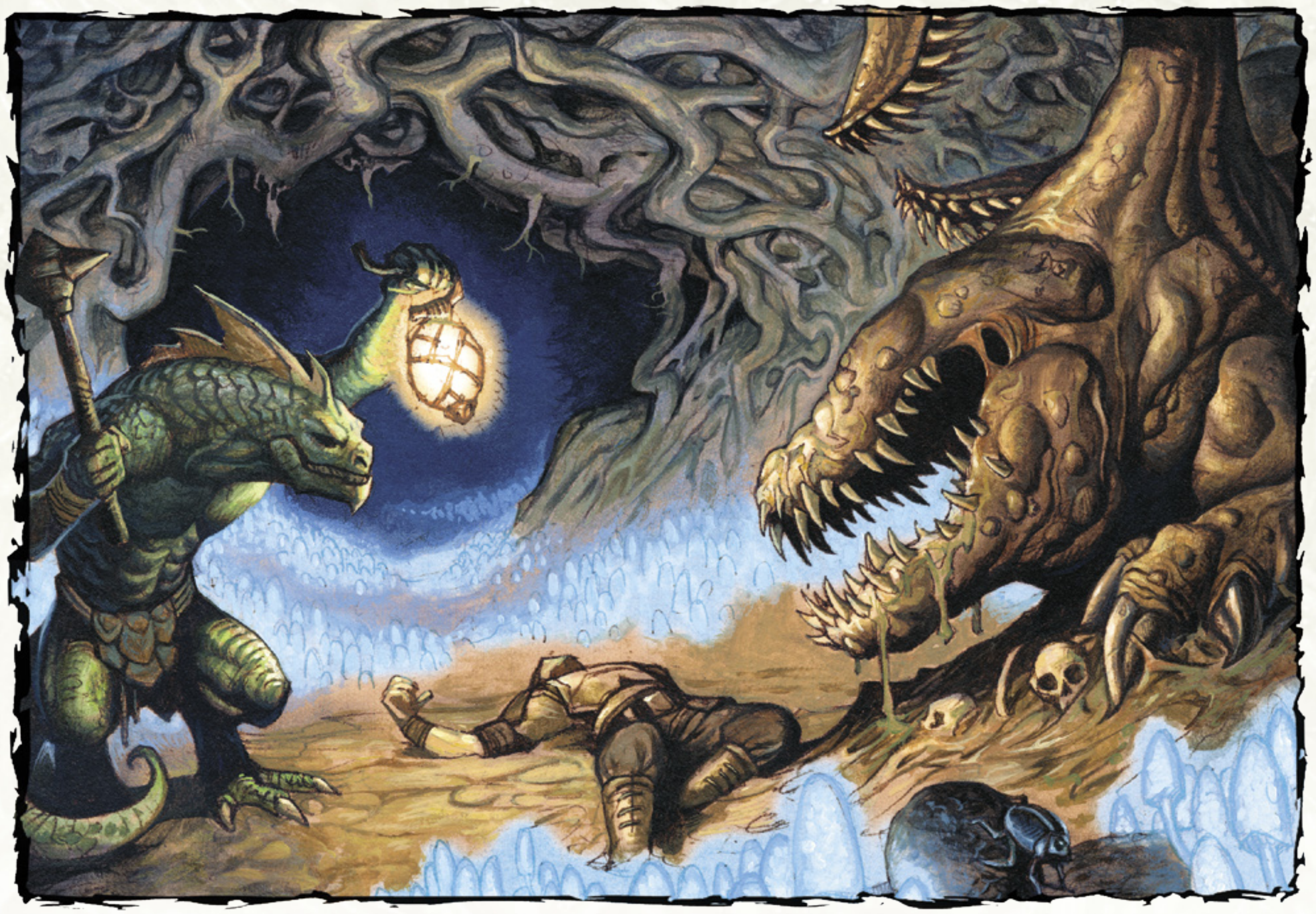
Cockatrices: The first time this encounter appears, the PCs find the petrified remains of some other dangerous swamp creature (any other creature on the table except the undead), evidence of cockatrice activity. The PCs don't encounter the cockatrices until the second time the encounter is rolled. Optionally, the PCs always encounter the cockatrices on the return trip from the lair if they discovered the statues on the way in.

The Twisted Branch Lair

The tribe's lair is in a slightly elevated part of the swamp, built within and under an incredibly old grove of mangaroo trees. The entrance is a hard-to-find gap in the mangaroo root structure, with tunnels weaving through the roots and into the earth, even to the point of delving below the water level in the deepest parts. The trees are so green and saturated with water that they won't burn except with extreme effort; even a *fireball* only causes surface damage and some smoldering. Any large-scale attack causes all able lizardfolk in the lair to spill out as a horde and swarm over the enemy forces responsible.

Mangaroo roots and branches support the ceiling and walls of the lair, making it relatively easy to climb anywhere in the lair (Climb DC 15). However, most of the ceilings in the lair are no more than 7 feet high. Roots occasionally stretch over the floors, but the inhabitants try to cut them away to prevent tripping hazards (areas with many roots on the floor note this in the area description). Areas marked





as stairs on the map are actually sloping hallways rather than true stairs.

Water (whether from rain or condensation from the daily mists) trickles on the mangaroos and drains through the earthen walls, floor, and ceiling in the lair. It drips almost constantly inside and creates tiny puddles everywhere; the place is humid and mosquitoes buzz in most rooms (the scaly skin of the lizardfolk makes them immune to the bites). Some of the exterior walls of the rooms aren't earth but several feet of intertwining trunks and branches; this means that air circulates through the lair and you can't suffocate its inhabitants just by plugging the obvious entrances. The noise of the dripping water, whistling air, the creaking of the mangaroos, and the acoustics of the irregular shapes make it difficult to hear or pinpoint sounds within the lair (add +10 to all Listen DCs within the lair).

Some of these rooms—particularly along the southeastern end of the lair—are close enough to each other that despite the penalties on Listen checks, a loud or extended fight is almost certain to attract attention from neighboring rooms. This means that unless the PCs are careful they're likely to end up fighting a dozen or more creatures at once and may be overwhelmed. Stealth, ambushes, and *silence* spells can help keep the encounters manageable.

Some of the rooms are close enough to the outer edge of the lair to let a little daylight filter in (this is noted in the room description). During the day these rooms are treated as if they had shadowy illumination. It's possible to cut through these narrower sections of tangled mangaroo; each is 5 to 10 feet thick rather than the 20 or more feet in other areas (hardness 5, hit points 5 per inch of thickness). All other rooms are dark at all times. The lizardfolk keep fires burning in some rooms and carry torches made of bundles of dried reeds when they need light.

The omnipresence of plant matter in the lair gives druids and rangers plenty of opportunity to use spells that rely on plants, such as *control plants*, *entangle*, and *snare*. *Diminish plants* thins the mangaroo growth in the area, reducing the Listen check DC modifier to +5 and increasing the light in outer-edge rooms to normal rather than shadowy illumination during the day. *Tree shape* lets a PC take the form of a cluster of roots or branches and blend in with the existing growth (though the lizardfolk recognize the growth as new and investigate it). *Tree stride* gives the caster a multiple-use teleport that lets him instantly travel anywhere in the lair.

The lizardfolk patrol near their lair in pairs for 12-hour shifts, two pairs on patrol at any time, ranging out to about a hundred feet from the edge of the mangaroo grove. At night one of the harpies from area **4** watches over the outside from a perch in the mangaroo trees, using darkvision to see what the lizardfolk cannot. Careful PCs can eliminate these sentries quietly while they're away from the lair, reducing the number of lizardfolk within the lair (sentries come from any of the rooms marked **6**).

If one sentry patrol disappears, when the missing guards are noticed the leaders double the number of sentries on duty; if two patrols disappear the remaining lizardfolk hole up in their lair for a few days to consult omens and to see if anyone tries to invade (this of course is bad news for the human prisoners, who are soon eaten to preserve the tribe's food stores).

Normally the lizardfolk would have 5-person hunting parties in addition to their patrols, but they have stocked up on food in anticipation of the raid of the keep, so they don't need to hunt for at least four days. All of the lair's rooms inhabited by lizardfolk have some amount of meat set aside for this time, usually deer or snakes but in some cases a small crocodile or an unlucky member from another lizardfolk tribe.

Most of the lizardfolk in the lair are typical members of their kind. Exceptions are the lieutenant (area **7**), shaman (area **8**), and lizard king (area **9**). All of the lizardfolk in the lair are adults (lizardfolk mature quickly, and the last two years the tribe's hatchlings haven't survived to adulthood).

Unless the PCs caught up to the lizardfolk leaving the keep, the human prisoners are within the lair and are due to be sacrificed two per day starting the day after the PCs arrive. The sacrifice is a ritual performed (reluctantly) by the shaman in front of the tribe and culminates with the king eating part of the victim and sharing the meat with the rest of the tribe. The parts left over are fed to the tribe's pet otyugh.

The early areas in this part of the adventure may seem like a simple and straightforward lair raid on an aggressive tribe of monsters, but a few strange elements (the slight changes in the appearance of the lieutenant and lizard king, the worm-infected creature in area **6D**, and the shaman's reluctant behavior) provide clues that something strange is going on, culminating in the presence of draconic kobolds and the black dragon egg in the hatching chamber.

The lair is a dynamic place; the inhabitants don't simply wait in their rooms for the PCs to arrive. One or two creatures wander from one sleeping room to another about every 30 to 60 minutes, making it more likely the PCs (or the aftermaths of their battles) are discovered.

Lizardfolk Patrollers (4): 11 hp each, *Monster Manual* 169.

1. Concealed Entrance

A thick bundle of mangaroo branches and roots almost completely covers this narrow entrance. The level hallway beyond is made of earth and roots.

Finding this entrance requires a DC 15 Search check. Lizardfolk use this entrance at least once an hour to hunt tiny creatures in the vicinity of the lair, patrol, and so on, so PCs have the opportunity to discover the general area of the entrance without searching the entire exterior. The hourly hunting forays are for mice, large insects, tiny snakes, and other such creatures easily found within a hundred feet of the lair; larger hunting parties leave every few days for larger game, but with the arrival of the human prisoners they can put off such a hunt for a while.

The roots and branches concealing this entrance are flexible, easily pushed aside to allow access to the tunnel (no Strength check needed). They drop back in place one a creature passes, so unless the PCs cut through them on the way in or out there is no way for the lizardfolk to know that anything is amiss.

The first 20 feet of the hall receive filtered sunlight if it is light outside, enough to see perfectly well once the eyes adjust to the dimmer light (treat that part of hall as having a light source that illuminates 10 feet). Beyond this area it is dark and PCs must rely on darkvision or their own lights.

2. Alcove

A small alcove fills the southern end of a tunnel intersection. A few javelins and several wooden clubs decorated with shells are propped against the far wall of the alcove and a large clay pot holds what appears to be water. Mosquitoes buzz noisily.

This alcove holds a few extra weapons for lizardfolk going on guard patrol or hunting. The water pot is partly to refresh anyone coming in or out but has a minor ceremonial purpose for some rituals (it is decorated with simple shapes—mainly eggs—representing important concepts in the lizardfolk religion).

If the lizardfolk are on alert for attacks, one or two guards are posted outside this alcove, but the area is usually empty.

3. Compost Pile (EL 3)

The stink of waste and decay fills this hall, and the air is thick with flies. A semisolid conical pile of rotting food and animal bones covers the entire floor in a small area. Mushrooms and moss grows in scattered patches on its outer surface.

This is used as a small compost pile by the lizardfolk, and any character with at least 1 rank in Knowledge (nature), Profession (farmer), or Survival recognizes it as such—the pile's configuration is too regular to just be a garbage area, and shows signs of being raked. Though most of their garbage goes to the otyugh in area **5**, the lizardfolk keep this area because it's more convenient to those living in the southeastern part of the lair, and because it provides a home for an assassin vine kept as a guardian creature by the tribe's shaman.

Creature: The assassin vine isn't mobile (the druid trims its mobility vines on a regular basis) and only has a reach of 10 ft. (the druid cuts its longer vines), so it is forced to live on whatever the lizardfolk bring it. Though it is not intelligent, the druid has conditioned it with plant-affecting spells to not attack any lizardfolk who come near it. It is still likely to attack any lizardfolk that actually touch it, so those leaving garbage for the compost pile do so in pairs and throw what they carry from a safe distance. The plant has no conditioning preventing it from attacking other creatures and welcomes the opportunity to vent its rage (such as it is) on "safe" creatures.

The vine clings to the western wall above the compost pile. Because it is surrounded by mangaroo growth, it blends in well with its camouflage ability, and that same growth gives it plenty of useful material for its entangle ability. Because it cannot flee, the plant fights to the death.

Assassin Vine: 30 hp; *Monster Manual* 20. This vine has speed 0 and 10 ft reach.

4. Harpy Nest (EL 5)

> This place stinks of bird droppings and the floor is covered with layers of white and gray avian waste. Several thick branches or roots grow horizontally here, and the scratches on them make it evident something large has used them for perches.

This room is close enough to the outer edge of the mangaroos that shadowy light filters in during the daytime. Unlike the other rooms in the lair, this room has a high ceiling (15 ft.) and a concealed exit near the ceiling leading outside, which the harpies use to get in and out of the lair. At night the harpies take turns hunting in the swamp and watching over the lair from several perches on its outer surface, so if the PCs come to this room at night both harpies are usually gone.

Creatures: The two harpies that live here are guardian pets of the lizardfolk. The reptiles give the harpies a safe place to sleep, tasty carrion to eat, and occasional humanoid sacrifices to "play" with, and in return the harpies watch over the lair at night. Because the harpies have darkvision, they're much better night guards than the lizardfolk, and they are adapted to a nighttime schedule, waking around sundown and going to sleep a few hours after dawn.

The unusual acoustics and other distracting noises of the lair mean that the if the harpies use their captivating song ability inside, it only reaches about 20 ft. beyond their room; creatures outside of this area have normal chances to hear the song but are not affected by its magic. The harpies speak Common and Draconic.

The EL of this encounter is reduced from 6 to 5 because the harpies have limited mobility within the small room and can't use their flight (and Flyby Attack feat) to its fullest extent. Outside the lair, harpy encounters are at their full EL.

Harpies (2): 31 hp each, *Monster Manual* 151.

Treasure: The harpies keep a small cache of treasure hidden here at the location labeled C on the map. This treasure can be discovered with a DC 20 Search check, and consists of 171 cp, 320 sp, 195 gp, three pieces of quartz worth 20 gp each, a dirt-encrusted *circlet of persuasion*, and a pair of *boots of striding and springing* made out of exotic red scaly leather.

5. Garbage Room (EL 4)

> Surrounded by roots and earth, this room smells like a garbage pit built on a cesspool. Puddles of fouled water are everywhere among the filth, and animal and vegetable matter is heaped about in low piles, some of it covered with bright spotted mushrooms, others being rolled into spheres by hand-sized beetles.

Creature: This is the tribe's garbage pit and also the home of their pet otyugh. The creature was captured when very young and raised by the tribe; now it's grown almost too big to get out of the lair. The otyugh rests under a heap of trash near the entrance to the room, leaving only its eyestalk exposed. It's an eager creature and likes to immediately pick through whatever the lizardfolk bring it. It rears up and attacks any non-lizardfolk that come into the room or within reach. Unlike most of its kind, the otyugh speaks Draconic rather than Common.

Treasure: The dung beetles are harmless. The mushrooms are unusual, though, and any creature who makes a DC 15 Knowledge (nature) check recognizes them as a more benign variant of the poisonous striped toadstool. A spotted mushroom cap is about the size of a Portobello mushroom, and if eaten it cures 1d4 points of Intelligence, Wisdom, or Charisma damage (whichever is the most damaged, random if there is equal damage), but the creature must make a saving throw (Fortitude DC 15) or be dazed for 3d6+10 minutes (treat this dazed state as a poison effect). There are eight mature mushrooms growing in this room (immature mushrooms have no effect), and they retain their potency for one week after harvesting. A character with Knowledge (nature), Survival, or Profession (apothecary, cook, or herbalist) can spend one hour preparing and drying the mushrooms so they remain potent indefinitely. The mushrooms can be sold in most markets for 100 gp each (market price 200 gp). Eating a mushroom is the same as consuming a potion (it requires a standard action, provokes an attack of opportunity, and so on).

ADVANCED OTYUGH **CR 5**
N Large aberration
Monster Manual 204
Init +2; **Senses** darkvision 60 ft., scent; Listen +8, Spot +8
Languages Draconic

AC 19, touch 9, flat-footed 17
hp 60 (8 HD)
Fort +5, **Ref** +4, **Will** +8

Spd 20 ft.
Melee 2 tentacles +8 (1d6+2) and bite +3 (1d4+1)
Space 10 ft.; **Reach** 10 ft. (15 ft. with tentacle)
Base Atk +6; **Grp** +12
Atk Options constrict 1d6+2, improved grab (tentacle)
Special Atk disease (DC 14)

Abilities Str 14, Dex 14, Con 17, Int 5, Wis 14, Cha 4
Feats Alertness, Combat Reflexes, Weapon Focus (tentacle)
Skills Hide +1 (+9 in lair), Listen +8, Spot +8

6A–6E. Lizard Lairs (EL 4 or 5)

This room has more than ten sleeping pallets of swamp grass and mud. Mangaroo roots twine all over the walls but the floors are otherwise clear.

Creatures: The configuration and inhabitants of these five rooms is essentially the same, home to several lizardfolk who attack any "soft-skin" who dares to enter their lair. Each room is normally the sleeping area of ten to twelve lizardfolk, but many of the tribe were at Blackwall Keep so there are currently 5 lizardfolk staying in each of these rooms. The 4 patrolling lizardfolk are drawn from those staying in these rooms, so there are normally 21 lizardfolk spread among these five rooms at any particular time (4 rooms of 4 lizardfolk, 1 room of 5 lizardfolk).

One of the lizardfolk in **6C** is an unsuspecting host of an undead parasite. This creature swallowed a slow Kyuss worm (see sidebar) in a potion provided by the tribe's shaman (originating from Ilthane) and is now hosting a growing colony of worms within his flesh. In a few days he'll succumb to the parasites and turn into a spawn of Kyuss, but if killed by the PCs he falls dead and one round later the desperate worms crawl out of his flesh and die on the floor. Any other lizardfolk that see the worms are horrified, remembering the loss of their eggs two years ago, and flee to tell the shaman and king what happened (to the point of ignoring the PCs). Depending on the circumstances of the infected reptile's death (for example, if killed by a spell rather than a weapon), the other lizardfolk may blame the PCs for the worms, destroying any chance for a peace between the tribe and the PCs.

A DC 20 Heal check reveals the infestation for what it is. *Remove disease* or a similar effect can save the lizardfolk. If the PCs cure him, any lizardfolk in the area are impressed enough with their actions to encourage the PCs to seek out the shaman Hishka to report their findings.

Lizardfolk (21): 11 hp each; *Monster Manual* 169.

Treasure: Each lizardfolk has 50 cp, 30 sp, and 10 gp. Half of them carry an egg carved out of exotic hardwood, a religious fertility symbol worth 10 gp.

7. Lieutenant and Prisoners (EL 5)

Four thick bundles of roots divide this room into two smaller areas. One large sleeping pallet covers much of the floor in the northern part and a half-eaten carcass of a man-sized snake lies in the southern part.

Creatures: A large lizardfolk wearing armor made of spider-carapace and a normal-sized lizardfolk dwell here. The bigger one has a black tinge to the scales around his mouth. The larger armored lizardfolk is Kotabas, the lieutenant of the lizard king (area **9**) and is utterly loyal to him. Like the king, he drank the alchemical dragon elixir provided by Ilthane and has unusual abilities because of it. The normal lizardfolk is the lieutenant's mate and is loyal to him (while he lives, she will not leave his side); she uses flanking and the aid another action to augment him in combat. The lieutenant is a brute and enjoys bullying other creatures; if there are any Small PCs he preferentially attacks them, though he doesn't ignore larger threats just to pursue his cruelty.

Two human soldiers captured from the keep are here, bound and unconscious. If the battle goes poorly for the lieutenant and his mate, they may threaten to harm the captives to convince the PCs to back off or offer the captive to the PCs in exchange for allowing the lizardfolk to retreat. The lieutenant is cruel enough that he may attack a captive just to taunt the PCs into action.

KOTABAS **CR 5**
Male lizardfolk barbarian 4
CE Medium humanoid (reptilian)
Monster Manual 169
Init +1; **Senses** Listen +4, Spot +0
Languages Draconic

AC 21, touch 11, flat-footed 20; trap sense +1, uncanny dodge
hp 41 (6 HD)
Resist acid 5
Fort +8, **Ref** +5, **Will** +1; trap sense +1

Spd 30 ft.
Melee 2 claws +9 (1d6+3) and bite +6 (1d4+1)
Ranged javelin +6 (1d6+3)
Base Atk +5; **Grp** +8
Atk Options rage 2/day
Combat Gear 2 *potions of cure moderate wounds*

Abilities Str 16, Dex 13, Con 18, Int 6, Wis 10, Cha 12
SQ fast movement, hold breath, illiteracy
Feats Improved Natural Attack (claw), Multiattack, Weapon Focus (claw)
Skills Balance +3, Intimidate +5, Jump +10, Listen +4, Swim +3
Possessions combat gear, *+1 hide armor*, 5 javelins, *amulet of natural armor +1*, pouch of 320 cp, 75 sp, and 81 gp
Rage (Ex): When raging, Kotabas's stats change as follows:
AC 19, touch 9, flat-footed 18
hp 53
Fort +10, **Will** +3
Melee 2 claws +11 (1d6+5) and bite +8 (1d4+2)
Ranged javelin +6 (1d6+5)
Grp +10
Abilities Str 20, Con 22
Skills Jump +12, Swim +5

Lieutenant's Mate, normal lizardfolk (1): 11 hp, *Monster Manual* 169.

8. Shaman and Prisoners (EL 7)

This room is different from the others in the lair. Decorations made of wood and clay beads hang from the walls, with egg symbols the most common element. A small pit of stone and clay holds the remnants of a fire, and several open pots of herbs stand near the fire pit. A pool of water surrounds a cluster of tree trunks in the center of the room.

Creatures: A stooped lizardfolk wearing necklaces and bracelets of animal's teeth stands at the ready, a snake coiled nearby. In one corner of the room are two human prisoners—a male soldier and a female mage—unconscious and bound. The shaman, Hishka, is wary but not immediately hostile (unless the worm-infected lizardfolk in **6C** is dead and witnesses told the shaman that the PCs are responsible for the worms). Hishka is one of the chosen few of Semuanya, a sterile hermaphrodite gifted with an unusually keen mind. The shaman is unhappy with the aggressive stance of the new king, believing that open hostilities against the much larger population in the Free City will only spur the humans to greater excesses of aggression against the lizardfolk tribes, but is at a loss as to how to remove the king from his position of power.

Hishka believes that survival of their tribe (and the lizardfolk race) is crucial; despite any bloodshed the PCs have caused in the lair, the shaman wants to negotiate a peace, preferably one involving the PCs killing or chasing off the current king and his lieutenant. If the PCs agree to get rid of these aggressive leaders, Hishka hopes to convince the rest of the tribe to cease its raids for at least a month or two, hopefully long enough for the PCs to arrange a treaty with the Free City. Hishka doesn't know much of the ways of civilized folk, but believes that if the PCs can get them to agree in writing to leave their tribe alone, they'll honor it. Hishka speaks Draconic and a little bit of Common, and offers the soldier prisoner in exchange for an agreement to get rid of the current leaders, and the mage when the PCs have taken care of the problem. Hishka also accepts offers to have someone trustworthy guard their eggs, and can even be bribed if there's enough money involved (at least 2,000 gp worth, enough to relocate the tribe, make gifts to new allies, and so on).

When the lizard king recognized that Marzena was a spellcaster, he broke her jaw and many bones in her hands to prevent her from using spells to escape; the shaman has tended her

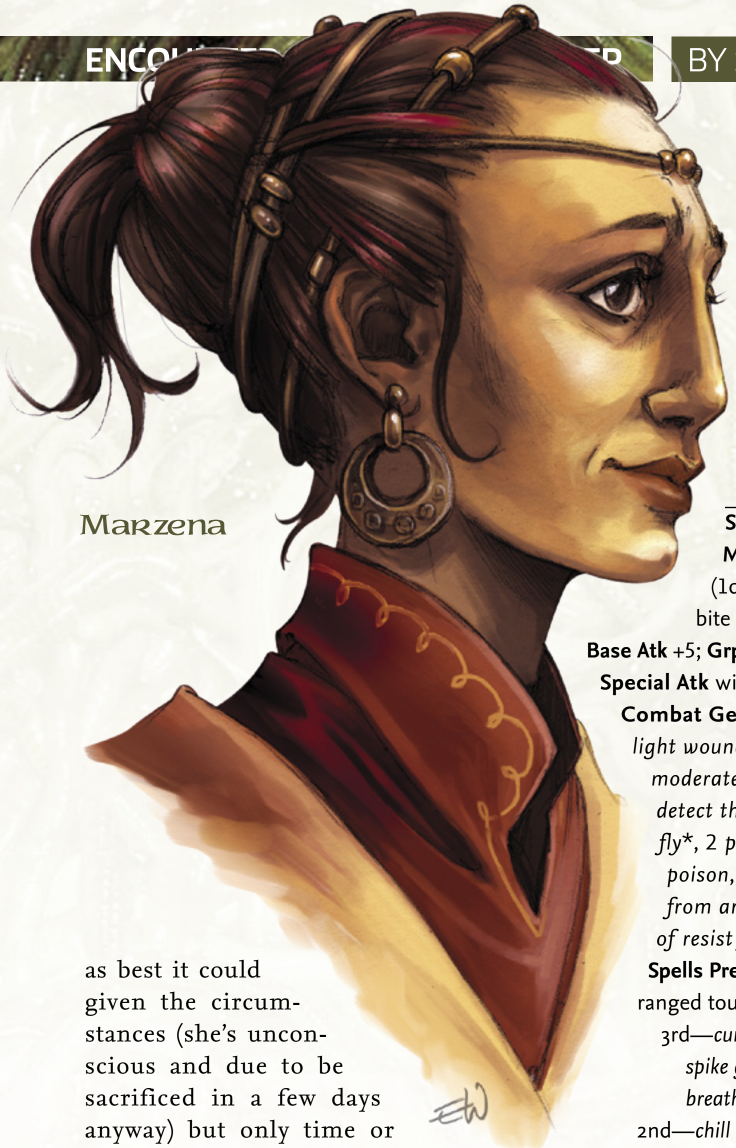
Slow Worms

While the spawn of Kyuss carry green worms that rapidly convert other creatures into spawn, the obvious zombie-like nature of the spawn makes it hard for them to reach large population areas because they're easily spotted. Additionally, these worms cannot penetrate the hides of creatures with high natural armor. However, there is a different kind of worm—the "slow worm"—that works more slowly and subtly, taking days or even weeks to convert its host and revealing its presence only at the last minute.

Infection happens when a host creature swallows a slow worm. The worm begins to multiply within the host's body, slowly taking over healthy flesh. An infected host must succeed at a DC 15 Fortitude saving throw every day or lose 1d4 points of Constitution. When the creature's Constitution reaches 0, it dies and rises as a spawn of Kyuss 1d6+4 rounds later. Until the host becomes a spawn, its worms cannot survive exposure to air; if the host dies from some other cause before the worms kill it, the worms crawl out of the dead host one round later and expire.

Slow worms can enter an indefinite hibernation state if kept in liquid, awakening when they enter warm flesh. Worshipers of Kyuss are known to hide the worms in potions, wine bottles, and beer barrels, hoping to infect large numbers of victims with the worms and causing a horrible outbreak of spawn when the hosts succumb to the infection. If the worm is in a dark or opaque liquid or container, a creature drinking it must succeed at a DC 20 Spot check to realize they've swallowed something solid (the Spot check is DC 10 if the worm is visible within the container), otherwise they are unaware of the infection.

Anything that kills or delays a normal spawn worm has the same effect on a slow worm. Other variants of Kyuss worms exist as well, including some capable of creating more powerful spawn that retain their abilities from life in undeath, and others capable of creating the horrific creatures known as the worms that walk.



Marzena

as best it could given the circumstances (she's unconscious and due to be sacrificed in a few days anyway) but only time or healing magic can mend her bones. The shaman could cure her broken bones, but isn't brave enough to go against the king quite yet.

If the PCs choose to attack, Hishka fights back sadly, relying on summoned creatures and Seskitar for defense. A survivalist at heart, Hishka is willing to abandon its animal companion if such a sacrifice can guarantee escape (preferably toward area **10** and eventually to the egg chamber at area **12**). A wise creature and a skilled priest, Hishka knows its value to the lizardfolk race is more important than dying at the hands of "soft-skins." Even if everyone in this tribe dies, the shaman is sure it can find can find a place in another tribe.

HISHKA **CR 7**

Hermaphrodite lizardfolk druid 6
N Medium humanoid (reptilian)
Monster Manual 169
Init –1; **Senses** Listen +6, Spot +6
Languages Common, Draconic, Druidic, Sylvan

AC 16, touch 10, flat-footed 16
hp 60 (8 HD)
Fort +8, **Ref** +4, **Will** +8; resist nature's lure

Spd 30 ft.
Melee 2 claws +7 (1d4+2) and bite +5 (1d4+1)
Base Atk +5; **Grp** +7
Special Atk wild shape 2/day
Combat Gear 4 *potions of cure light wounds*, *potion of cure moderate wounds*, *potion of detect thoughts**, *potion of fly**, 2 *potions of neutralize poison*, *potion of protection from arrows**, *potion of resist fire*
Spells Prepared (CL 6th, +4 ranged touch):
3rd—*cure moderate wounds*, *spike growth* (DC 16), *water breathing*
2nd—*chill metal* (DC 15), *fog cloud*, *lesser restoration*, *warp wood*
1st—*charm animal* (DC 14), *cure light wounds* (2), *entangle*
0—*cure minor wounds* (2), *detect poison*, *light*, *mending*

Abilities Str 15, Dex 8, Con 16, Int 14, Wis 17, Cha 12
SQ animal companion (Medium viper named Seskitar), hold breath, nature sense, trackless step, wild empathy +7, woodland stride
Feats Alertness, Brew Potion, Multiattack
Skills Balance +8, Climb +4, Concentration +9, Diplomacy +7, Handle Animal +4, Heal +9, Jump +11, Knowledge (nature) +10, Listen +6, Spot +6, Survival +8, Swim +11
Possessions combat gear, *ring of protection +1*, *amulet of natural armor +1*, leather pouch containing 31 cp, 25 sp, and 110 gp
*These items were gifts from Ilthane and are contaminated with slow worms, although Hishka doesn't know it.

SESKITAR **CR —**

Medium viper animal companion
N Medium animal
Monster Manual 281
Init +9; **Senses** scent; Listen +5, Spot +14

AC 22, touch 15, flat-footed 17
hp 27 (6 HD)
Fort +5, **Ref** +10, **Will** +3; evasion

Spd 20 ft., climb 20 ft., swim 20 ft.

Melee bite +9 (1d4 plus poison)
Base Atk +4; **Grp** +4
Abilities Str 10, Dex 20, Con 11, Int 1, Wis 12, Cha 2

SQ devotion, link, share spells
Feats Ability Focus (poison), Improved Initiative, Stealthy, Weapon Finesse^B
Skills Balance +13, Climb +13, Hide +11, Listen +5, Move Silently +7, Spot +14, Swim +8

Poison (Ex): Injury, DC 15, 1d6 Con/1d6 Con

MARZENA **CR 5**

Female human sorcerer 5
NG Medium humanoid
Init +2; **Senses** Listen +1, Spot +1
Languages Common

AC 12, touch 12, flat-footed 10
hp 19 (currently 0) (5 HD)
Fort +2, **Ref** +3, **Will** +5

Spd 30 ft.
Melee unarmed strike +1 (1d3–1)
Base Atk +2; **Grp** +1
Spells Known (CL 5th, +4 ranged touch):
2nd (5/day)—*flaming sphere* (DC 16), *mirror image*
1st (7/day)—*burning hands* (DC 15), *feather fall*, *mage armor*, *sleep* (DC 14)
0 (6/day)—*detect magic*, *disrupt undead*, *flare* (DC 14), *ray of frost*, *read magic*, *resistance*

Abilities Str 8, Dex 14, Con 12, Int 10, Wis 13, Cha 16
SQ summon familiar (owl named Ahiloor, but the lizardfolk have already eaten it)
Feats Combat Casting, Scribe Scroll, Spell Focus (evocation)
Skills Concentration +9, Knowledge (arcana) +8, Spellcraft +10

Ad-Hoc Experience Award: If the PCs negotiate a truce with Hishka, they gain experience as if they had defeated the shaman in combat.

9. Lair of the Lizard King (EL 8)

This large room has a raised throne-like area at the north end built out of wood and large animal bones; the ground in front of the throne is stained with old blood. A small pool of water to the west of the throne splashes with small fish.

Creature: Reclining on the throne is a strong-looking lizardfolk with a mottled pattern of black scales and forward-sweeping horns. Quick as a flash of lightning, he leaps forward with claws extended and a snarl on his scaly lips when the PCs intrude in his throne room.

This is Shukak, the "king" of the tribe. Captured young when his original tribe was slaughtered, he was raised as a slave in the Free City Arena. He eventually escaped back to his native swamp, where Ilthane found him and whispered words of vengeance in his ear. The dragon steered Shukak to the Twisted Branch tribe, where he challenged and killed its leader. Coupled with the tribe's loss of its hatchlings two years ago, the Twisted Branch lizardfolk were easy to goad into an alliance with the dragon and the attack on the keep. Confronted by the PCs in his own lair, the "king" knows he must defeat them to maintain his status and the tribe's morale. Ilthane gave him a special elixir made of alchemically-treated dragon's blood and he has some atypical abilities because of it.

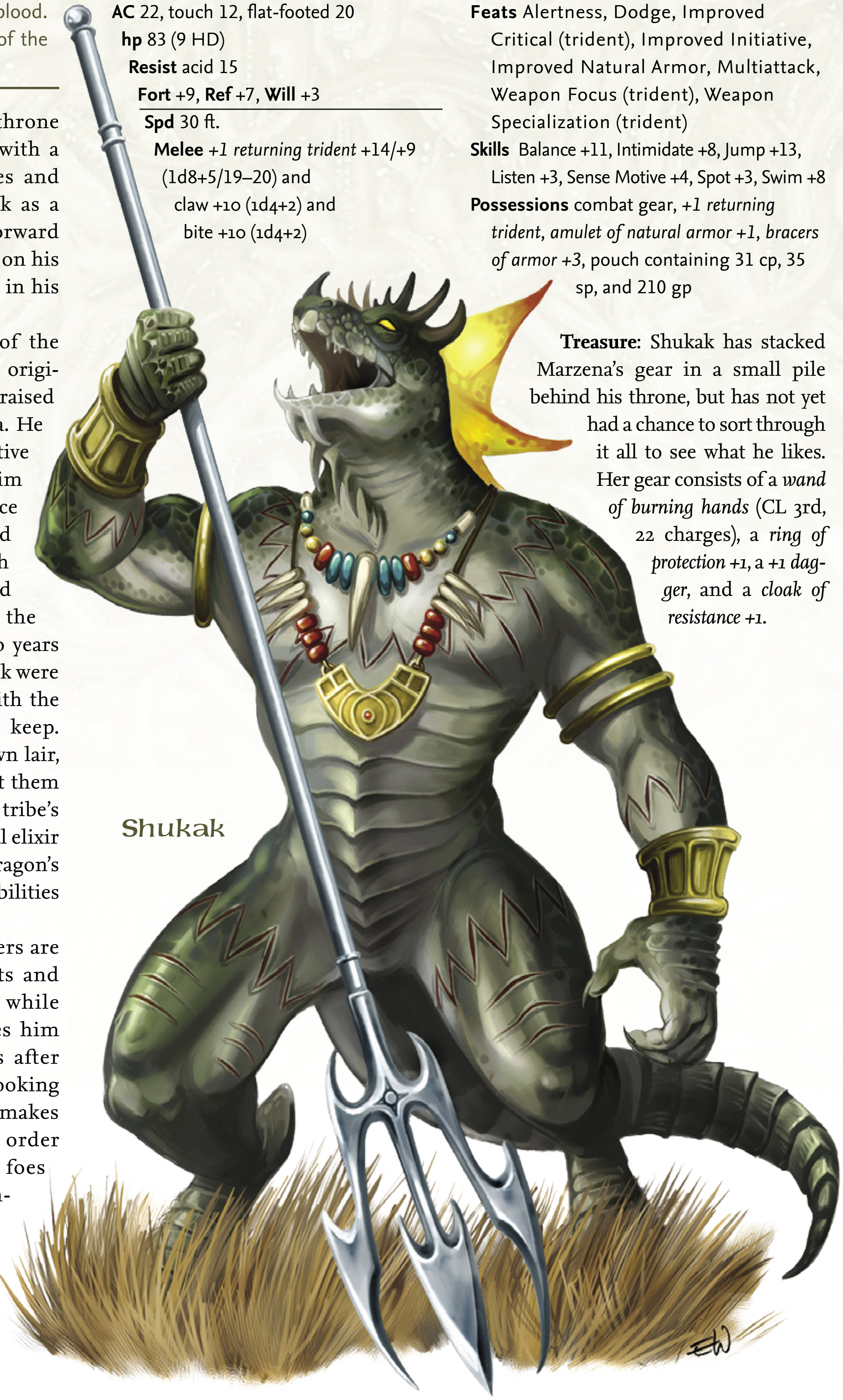
Shukak knows that spellcasters are his most dangerous opponents and often the easiest to drop, so while his experience and pride urges him to deal with fighters, he goes after spellcasters first, then sneaky-looking rogue types, then all others. He makes as much noise as possible in order to draw assistance, taunt his foes (in Draconic and halting Common), and gain an audience for his prowess. He knows that without this tribe he loses the dragon's support, so he fights to the death.

SHUKAK **CR 8**
Male lizardfolk fighter 7
CE Medium humanoid (reptilian)
Monster Manual 169
Init +6; **Senses** Listen +3, Spot +3
Languages Common, Draconic

AC 22, touch 12, flat-footed 20
hp 83 (9 HD)
Resist acid 15
Fort +9, **Ref** +7, **Will** +3

Spd 30 ft.
Melee *+1 returning trident* +14/+9 (1d8+5/19–20) and claw +10 (1d4+2) and bite +10 (1d4+2)
Ranged *+1 returning trident* +12 (1d8+5/19–20)
Base Atk +8; **Grp** +12
Combat Gear *potion of cure moderate wounds*

Abilities Str 18, Dex 15, Con 18, Int 11, Wis 12, Cha 12
SQ hold breath
Feats Alertness, Dodge, Improved Critical (trident), Improved Initiative, Improved Natural Armor, Multiattack, Weapon Focus (trident), Weapon Specialization (trident)
Skills Balance +11, Intimidate +8, Jump +13, Listen +3, Sense Motive +4, Spot +3, Swim +8
Possessions combat gear, *+1 returning trident*, *amulet of natural armor +1*, *bracers of armor +3*, pouch containing 31 cp, 35 sp, and 210 gp



Shukak

Treasure: Shukak has stacked Marzena's gear in a small pile behind his throne, but has not yet had a chance to sort through it all to see what he likes. Her gear consists of a *wand of burning hands* (CL 3rd, 22 charges), a *ring of protection +1*, a *+1 dagger*, and a *cloak of resistance +1*.

10. Submerged Tunnel

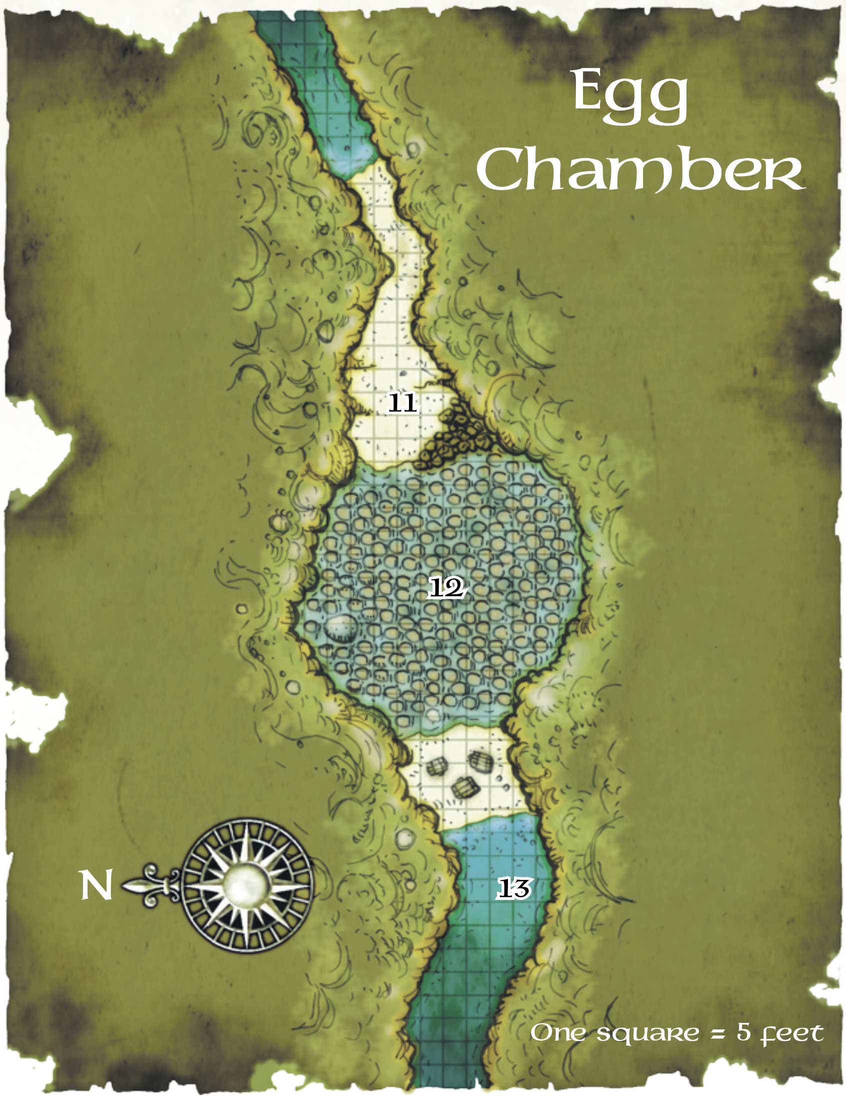
This tunnel slopes downward into an area of shallow water extending westward. The ceiling declines as well, and it's possible the entire hall goes underwater farther ahead.

The tunnel becomes completely submerged 40 feet beyond the start of the water and winds generally westward for 100 feet before fully emerging again shortly before area **11** on the Egg Chamber map. PCs must hold their breath and make DC 10 Swim checks to cross this area.

Trap: This section of tunnel is protected by several *snare* spells. The walls along the first 10 feet of the pool bear knotted leather cords tied to the roots marking the general area of the traps (DC 15 Spot check to notice the cords), though as the cords define a 10-foot stretch of water and the *snare* spells only fill half of that it's not a guarantee that strangers will recognize the actual dangerous areas. Because the *snare* is underwater, the Search DC to find it is 27 instead of the normal DC 23. The *snare* isn't configured to lift a creature off the ground, just to slow it down long enough for the tribe to catch up to it.

11. Kobold Guardians (EL 8)

A wall of stacked rocks makes up the southwest part of this room, and beyond the northwest end is another room with water on the floor.



Creatures: Eight black-scaled kobolds stand guard in this area, armed with spears and wearing rusty chain shirts. The kobolds are "gifts" from Ilthane, stationed here to guard the lizardfolk eggs (ostensibly to protect them from intruders, but actually to keep the lizardfolk from interfering with Ilthane's plans for the eggs). While not half-dragons, they are the result of several generations of tribe-slavery, selective breeding, and elixir use by Ilthane, and are superior to normal kobolds. The draconic template they possess is detailed fully in the *Draconomicon*.

The draconic kobolds attack any non-lizardfolk who enter the area, as well as any lizardfolk who seem hostile or intent on moving the eggs.

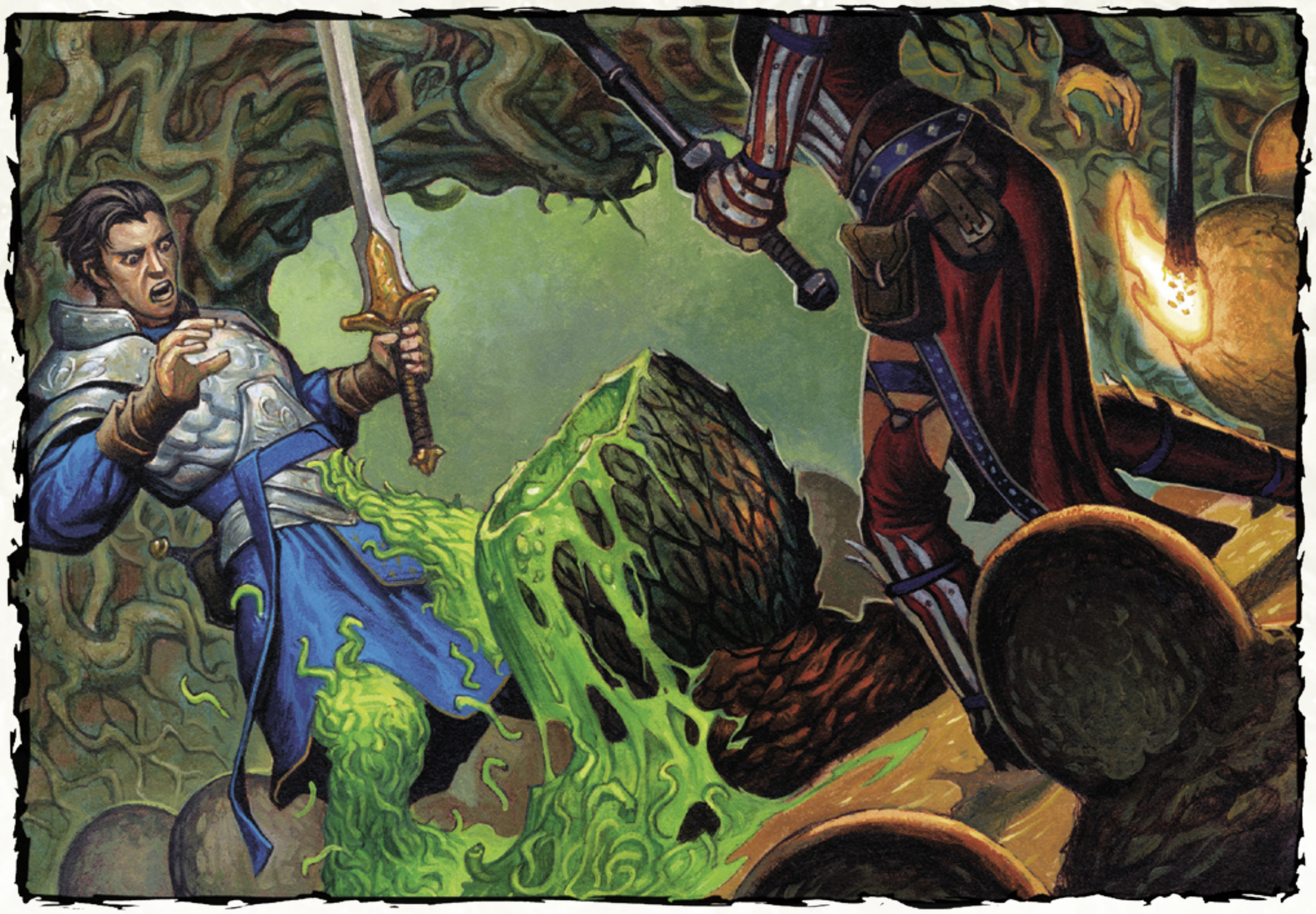
Ilthane's Kobolds (8) **CR 2**
Draconic kobold rogue 1
LE Small humanoid (reptilian)
Monster Manual 161 (kobold)
Draconomicon 150 (draconic creature template)
Init +3; **Senses** darkvision 60 ft., low-light vision; Listen +5, Spot +7
Languages Draconic

AC 20, touch 14, flat-footed 17
hp 10 (1 HD)
Resist acid 15
Fort +1, **Ref** +5, **Will** +1; +4 against sleep and paralysis
Weakness light sensitivity

Spd 20 ft.
Melee mwk rapier +2 (1d4) and claw –4 (1d2)
Ranged mwk hand crossbow +5 (1d3/19–20)
Base Atk +0; **Grp** –4
Atk Options sneak attack +1d6

Abilities Str 11, Dex 17, Con 12, Int 10, Wis 12, Cha 10
Feats Toughness
Skills Craft (trapmaking) +6, Hide +9, Intimidate +2, Listen +5, Move Silently +5, Profession (miner) +7, Search +6, Spot +7, Tumble +5
Possessions chain shirt, masterwork rapier, masterwork hand crossbow with 10 bolts, 10 gp

Treasure: In a north corner of the room is a small, unlocked chest that contains four dark glass vials—*potions of cure light*



wounds, each contaminated with a slow worm. The kobolds are under orders from Ilthane to not open the chest or use what's inside; it's intended as a trap for any creature that slays them.

12. Egg Chamber (EL 8)

This large chamber has a roof of intertwined mangaroo roots and trunks. Shallow water no more than a few inches deep covers the floor of the chamber, lapping at the bottom of hundreds of tiny pale leathery eggs. On the northern end of the pool, looming over the other eggs like a malignant gargoyle, is a halfling-sized black egg. A wide hallway leads west over a low dirt embankment with three wooden chests on it and beyond to another watery area.

This chamber holds all of the tribe's eggs, an unusually large number for a tribe this size. The black dragon Ilthane offered to guard the eggs as a favor to the tribe, placed one of her own eggs here as a token of trust with the tribe, and dug the western tunnel to give herself easier access.

If any lizardfolk come to this area while the PCs are here, they are extremely cautious about their eggs, going out of their way to not provoke the invaders to harm the eggs, but retaliating brutally if any damage occurs (+2 morale bonus on attack rolls and weapon damage).

The eggs extend above the waterline and are easily spotted but are so numerous that any creature moving through the area must make a DC 5 Balance check each round they travel more than half speed; failure means they break 1d2 eggs. Area attacks that deal 1 or more hit points of damage automatically kill all eggs in the affected area.

Creatures: Unbeknownst to anyone but the dragon, the black egg doesn't contain a growing dragon, but a large number of Kyuss worms provided by Dragotha. Ilthane's intent is that when the eggs hatch, the worms will bore through the black egg's shell, swim through the water, and infect all of the hatchlings, giving Ilthane (and Dragotha) a small army of new spawn of Kyuss to overwhelm the adults of the tribe and any other creatures that oppose them.

The dragon egg has hardness 5 and 5 hit points. If broken open with weapons or weaponlike spells, the worms inside spill out and begin boring into the lizardfolk eggs, advancing at a rate of 5 ft. per round through the watery area (their progress is obvious, as they stir up the water when they move). Once a worm invades a small egg, the hatchling inside breaks free 1d4 rounds later as a Kyuss spawnling, an undead swimming thing intent on killing all living creatures it discovers. The worms may slither up a character's legs, but since they aren't quite mature yet, they cannot transform larger humanoids into spawn of Kyuss and are ultimately harmless.

Kyuss Worm Paste

This cup-sized container of bad-smelling greenish-brown paste renders a creature immune to the green worms of a spawn of Kyuss. Any worm from a spawn (or similar worm attacks, such as slow worms) dies instantly if it touches a creature protected by the paste. Applying the paste is a full-round action and lasts 1 hour. Each cup of paste can protect one creature. If the container is thrown at a normal spawn, it transforms the creature into a normal zombie, just as if *remove curse* had been used.

Faint abjuration; CL 5th; Craft Wondrous Item, *neutralize poison*; Price 750 gp.

Kyussbane Oil

This rank oily substance gives a weapon the undead-bane property for 1 hour. Any spawn of Kyuss or similar creature (including Kyuss himself) struck by the affected weapon takes +1d6 damage in addition to the +2d6 from the bane property.

Faint transmutation; CL 5th; Craft Wondrous Item, *summon monster I*; Price 750 gp

Other methods of attacking the dragon egg produce different effects.

- If the egg takes 10 or more points of cold damage, the worms inside it are stunned for 1 round. Any cold damage applied to an area of water stuns the worms in that area for 1 round (delaying their movement) but also kills any lizardfolk eggs in that area.
- *Remove curse* or *remove disease* (and more powerful versions of these spells) kills all the worms in the egg but doesn't otherwise affect its shell. The caster can also direct the spell at the water, affecting a number of 5-foot squares equal to the caster level and killing all swimming worms within that area, though if used in this manner it doesn't affect worms that have already infected a hatchling (that requires a targeted use of the spell).
- Pouring *silversheen* onto the egg destroys it and its contents instantly. *Silversheen* poured into the water destroys swimming worms within a 10 ft radius.
- If it takes 20 or more points of fire damage, the egg and worms are destroyed, resulting in a wet green-brown paste which a character with the Brew Potion or Craft Wondrous Item feat can use to make 4 doses of *Kyuss worm paste* or *Kyussbane oil* (see sidebar) by spending one day per dose crafting the item. No gp or XP expenditure is necessary to make either of these items as long as the character has the feat and the raw paste. A DC 20 Knowledge (arcana or religion) check is enough for a character to recognize this quality of the burnt worms.

Kyuss Spawnlings (6 per EL 5 encounter): hp 9 each; see Appendix.

Treasure: Underwater near the dragon egg is a waterproof chest of oiled wood that is Ilthane's final contingency against the destruction of her horde of spawnlings. The box contains a fair amount of treasure intended to lull the PCs into a false sense of security about their victory. The chest contains 5320 sp, 1,930 gp, 21 pp, and six dark glass vials—*potions of bull's strength* (2), *cure serious wounds* (2), *haste*, and *invisibility*, each contaminated with a single slow Kyuss worm. The chest also contains a *minor spell storing ring*. The ring currently contains no spells; Ilthane intended to keep a *remove disease* spell in the ring in case of accidental worm infestation, but never got around to it.

Development: If the lizardfolk see the worms, their reaction depends on earlier events. If the infected warrior in area **6C** is still alive, the lizardfolk realize that something is very wrong and the dragon is probably responsible. They try to keep the worms from getting to their eggs, charging into the egg chamber and carrying eggs to safety. If the PCs help in this endeavor, the lizardfolk gratefully accept their assistance and this act helps smooth relations in the aftermath of the worm battle. As the Kyuss spawnlings are unable to leave the water at this time, removing the eggs from the water makes them safe.

If the lizardfolk believe the PCs are responsible for the worms in the body of the infected individual in **6C**, the presence of the worms in the egg chamber is "proof" of the PCs' guilt and they attack in a rage (+2 morale bonus on attacks and weapon damage).

Given the number of lizardfolk eggs (more than 200), it's very easy for this situation to grow beyond what the PCs can control. Moving eggs out of the water, establishing a solid barrier that the worms can't cross, or draining the water are the best options once the worms are unleashed, though using an area attack to damage all infested areas also works but kills all eggs in that area. If the spawnlings aren't destroyed, in about a week they transform into a walking form that can survive out of the water and become a dangerous menace in the swamp and eventually other nearby terrain under the direction of Ilthane.

Ad-Hoc Experience Award: The encounter level listed for this area assumes the PCs end up releasing the worms and fight some of the Kyuss spawnlings. If the PCs manage to destroy all the worms without killing any lizardfolk eggs, award each PC a CR 8 experience award. If some but less than half of the eggs are killed, award each PC a CR 4 experience award. If most or all of the eggs are killed, the PCs do not get any bonus XP for this encounter. Award an additional 500 XP per PC if they convince the tribe of their good intentions, such as by helping rescue eggs from the advancing tide of worms.

13. Large Submerged Tunnel

This wide tunnel quickly slopes downward and plunges underwater. The water is stagnant and covered with a layer of scum and tiny floating plants

Ilthane uses this tunnel to access the egg chamber, though she hasn't been here in over a month. The tunnel runs northwest for about 200 feet and finally emerges at the bottom of a deep pool of water in the Mistmarsh.

Scaling the Adventure

"Encounter at Blackwall Keep" is designed for a group of four 5th–6th-level PCs, but with a little work it can be adapted for use with 3rd–4th or 7th–8th-level characters, mainly by adjusting the number of creatures encountered.

3rd–5th-level parties: Reduce the number of lizardfolk at the siege and in the lair. Remove the druid from the siege. Use the lieutenant stats for the lizard king, the siege druid stats for the shaman, and drop the lieutenant from the lair. Use one harpy in the lair instead of two. Remove 3–4 of the draconic kobolds.

7th–8th-level parties: Add more lizardfolk to the siege and lair. Use the lieutenant stats for the siege champion. Add the half-dragon template to the lizard king and lieutenant. Increase the draconic kobolds to 2nd-level rogues. Add another advanced otyugh and another harpy to the respective lairs.

PART THREE: TERROR BELOW

When the PCs return to Blackwall Keep, they find the soldiers in a panic. It seems that one of the lizardfolk who entered the keep on the initial raid reached the basement level and smashed the lock on a certain door in the ground floor, thinking the extra security meant treasure was inside. The monster once locked behind the door is now free to roam the keep and has snatched two soldiers, dragging them into the basement. The soldiers have used spare wood and doors to barricade the entrance to the basement, but the creatures (they now hear more than one creature moving around so they know the monster hasn't eaten the two captives) are strong enough that it's only a temporary solution. They apologize to the PCs for not telling them about the threat earlier, but they still felt reluctant to kill the creature that was once their friend, and thought that by locking it away it would die or they would find a way to save him. As an example of the strength of their secrecy, even Marzena didn't know about the captive spawn, as she was told the last mage went mad and wandered into the swamp one night. The soldiers can describe what their friend looked like when he changed (a zombie-like creature with green worms crawling in his flesh) and the glimpses they've had since then confirm this appearance.

Three spawn now wander the basement level of the keep, forcing the soldiers to share space in the upper levels. The undead trio batter at the soldiers' barricade every day, and when they break through they grab any soldier within reach, two or more of them grappling their captive, hauling him back to the basement to let the worms do their work (and giving the soldiers time to rebuild the barricade). This shows the monsters aren't mindless zombies and use tactics. Like all spawn created recently in the service of Ilthane and Dragotha, their objective is to multiply rather than kill, so they snatch opponents one at a time rather than trying an open battle where potential prey may be killed.

Depending on how long the PCs took to deal with the lizardfolk, soldier reinforcements from Diamond Lake should be at the keep. Though Allustan remains at Diamond Lake, he gives the captain of the reinforcements a letter for the PCs asking them to escort Marzena to Diamond Lake so he may discuss what she knows about the green worms.

CONCLUDING THE ADVENTURE

When the PCs bring Marzena to Allustan, he is grateful for their help and eager to hear the news of their most recent adventures. Marzena tells Allustan what's she's heard about green worms in the Cairn Hills, but unfortunately her news offers little new information apart from confirmation that spawn of Kyuss are increasing in number throughout the Cairn Hills. This information and the PCs' report convinces Allustan that there is something larger going on, and he tells the PCs about an "old friend" in the Free City, a sage named Eligos who knows a great deal about strange monsters. Their next step is to visit Eligos in the Free City and share Allustan's compiled notes and their own experiences. Armed with this information, the sage ought to be able to determine what sort of threat the green worms represent to the region and how it can be countered. Note that if the PCs agreed to talk to Free City officials on behalf of Hishka, the need to meet Eligos gives them a convenient excuse to travel there and arrange for a treaty between the Free City and the lizardfolk of the Mistmarsh.

APPENDIX: NEW MONSTER

Kyuss Spawnling
Tiny Undead (Aquatic)
Hit Dice: 1d12+3 (9 hp)
Initiative: +4
Speed: Swim 40 ft.
Armor Class: 18, touch 16, flat-footed 14
Base Attack/Grapple: +0/–11
Attack: Bite +6 melee (1d3–3 plus poison)
Full Attack: Bite +6 melee (1d3–3 plus poison)
Space/Reach: 2-1/2 ft./0 ft.
Special Attacks: Create spawn, poison
Special Qualities: Darkvision 60 ft., fast healing 3, scent, undead traits, vulnerability to remove disease
Saves: Fort +0, Ref +4, Will +3
Abilities: Str 4, Dex 18, Con —, Int 2, Wis 12, Cha 14
Skills: Listen +3, Spot +3, Swim +12
Feats: Toughness, Weapon Finesse^{B}
Environment: Any swamp
Organization: Solitary, pair, or swarm (3–20)
Challenge Rating: 1
Treasure: None
Alignment: Always chaotic evil
Advancement: 2–4 HD (Small), 5–8 HD (Medium)

This wretched little menace appears as a rotting lizardfolk hatchling. Bits of eggshell cling to its foul hide, and writhing green worms coil and drip from its needle-toothed jaws and empty eye sockets.

These morbid little undead monsters are one of many variations of Kyuss' spawn. Designed to undermine the morale of the lizardfolk while creating a way for the worms of Kyuss to penetrate the natural armor possessed by lizardfolk (among other creatures), the ultimate success of the Kyuss spawnling depends on how many of the undead hatchlings the PCs allow to escape.

A Kyuss spawnling weighs 5 pounds.

Combat

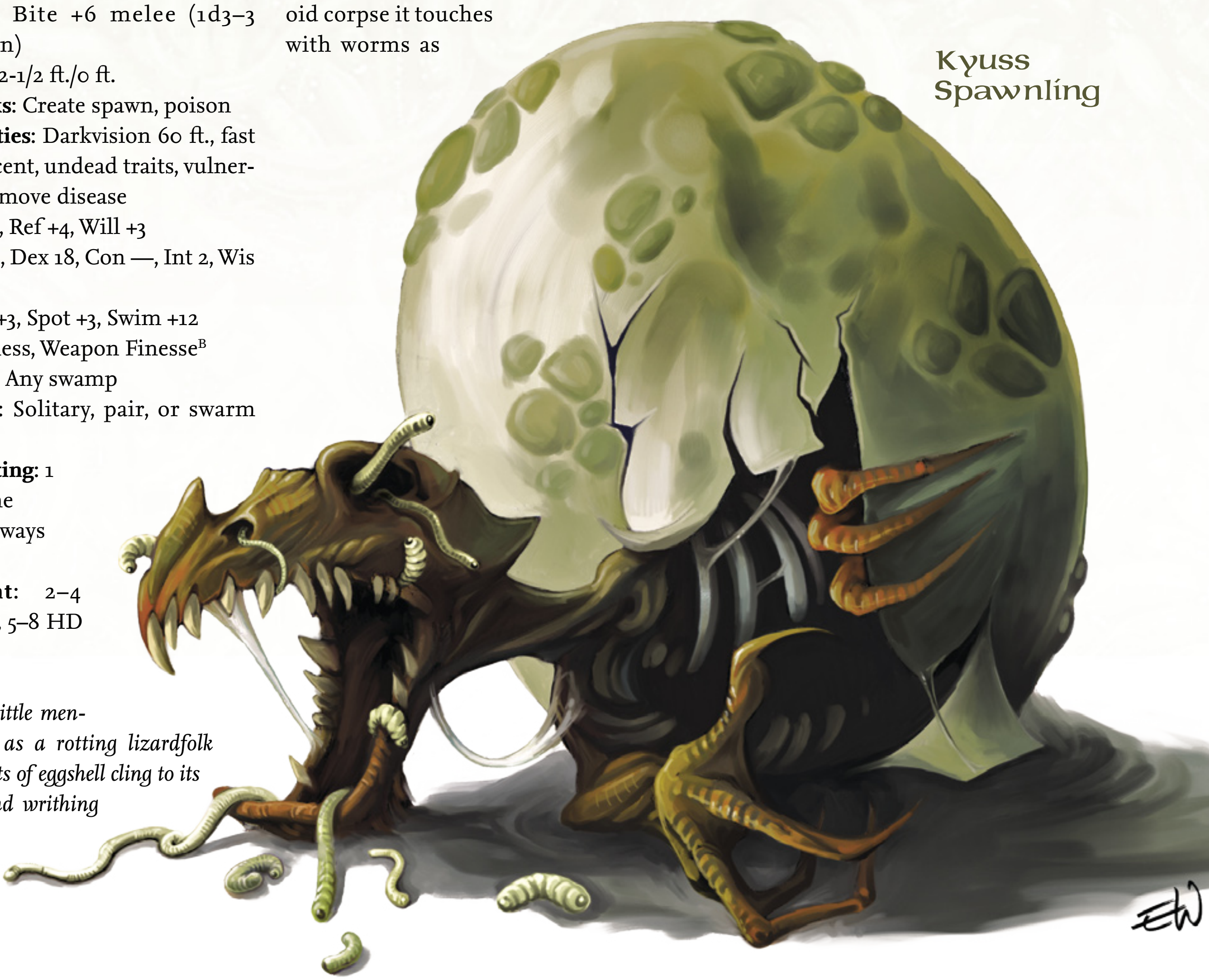
Despite its small size, a Kyuss spawnling is an aggressive combatant. A Kyuss spawnling attacks by biting with its tiny, razor-sharp teeth and injecting a burning toxin into the victim's blood.

Create Spawn (Su): A Kyuss spawnling can infest any humanoid corpse it touches with worms as a full-round action. The corpse animates as a spawn of Kyuss 1d6+4 rounds later.

Poison (Ex): Injury, Fortitude DC 10, initial damage 1d6 Con, secondary damage 1d6 Con. The save DC is Constitution-based.

Vulnerability to *Remove Disease* (Ex): A *remove disease* spell (or any other similar effect) automatically destroys a Kyuss spawnling.

Sean K Reynolds was born in a coastal town in southern California. A professional game designer since 1998, he's best known for his work on the FORGOTTEN REALMS CAMPAIGN SETTING, GREYHAWK, *and the 3rd edition* Monster Manual. *He spends his free time reading, painting miniatures, and writing 2–3 sentence biographies.*



Kyuss Spawnling

RUNNING "ENCOUNTER AT BLACKWALL KEEP" IN THE FORGOTTEN REALMS

by Eric L. Boyd

In the Realms, the town of Daggerford (Diamond Lake) lies along the north bank of the River Delimbiyr, some thirty or so miles inland. Instead of flowing freely into the Sea of Swords, the River Delimbiyr dissolves into a morass of waterways threading beneath cold-weather cypress trees festooned with hanging moss, known as the Lizard Marsh (Mistmarsh). Possible encounters on the way to the Lizard Marsh (see "Encounters on the Road" in Dungeon #126, page 19) include religious pilgrims of Lathander (St. Cuthbert), orcs or goblins from the High Moor, or lizardfolk of the Blue Feather Clan (notable for their ornamental belts and baldrics laced with distinctive blue feathers).

The Lizard Marsh is home to several tribes of lizardfolk, including the Blue Feather Clan and the Redeye Tribe (Twisted Branch Tribe), dinosaurs such as ceratosaurs and pternadons, detailed in *Serpent Kingdoms*, and several black dragons, including Ilthane. The presence of dinosaurs so far from their native Chult has led some sages to speculate about the presence of a portal in the marsh, while others believe the dinosaurs sprang from eggs lost during the wreck of the *Jungle Queen*, which was driven into the marsh and wrecked during a terrible storm over a century ago on its way back to Waterdeep from an expedition to the northern coast of the Jungles of Chult.

The region around the marsh is ruled by various human lordlings (most of whom claim the title of baron) who trace their lineage back to Delimibiyran, the Kingdom of Man. Traditionally, these lordlings have allied themselves with the Duchy of Daggerford, tithing some of their monthly income to the duke in exchange for assistance in keeping the lizardfolk of the marsh contained. Since the death of the duke, this traditional alliance has begun to break down, and the Lords of Waterdeep (Free City) have quietly taken an increased role in supplying supplemental troops to contain the lizardfolk tribes. One of the local lordlings is **Baroness Piann Cromm** (LN female Tethyrian human Aristocrat 2) of Cromm's Hold (Blackwall Keep). The redoubtable baroness lost her husband and only son to lizardfolk raiders of the Blue Feather tribe over a dozen years ago. Since then, she has ruled her husband's holdings with a firm but fair hand, grimly holding on to this dangerous territory in memory of their loss.

When the PCs arrive at Cromm's Hold, the garrison commander Baroness Piann and thirteen **soldiers** (LN male and female Tethyrian and Illuskan human Warrior 1) are the remaining survivors holding out against the assault. (The Realms variant has one less soldier and the "garrison commander" has survived.) The assault is being led by lizardfolk of the Redeye Tribe, notable for their baldrics of red-brown pelts and red "eye" tattoos encircling their left eye. A DC 15 Knowledge (local) check reveals that the Redeye tribe was once one of the more peaceful lizardfolk tribes, led by a shaman named Redeye, who was notable for his willingness to negotiate with humans. According to reports (which differ significantly from the truth), Redeye (Shukak) was slain a decade or so ago by a party of adventurers, only to return as a lich. Since that time, Redeye has reportedly transformed his followers into a brutal band of raiders bent on vengeance against humanity.

Conversion notes for the Fields of Pesh, *Rod of Seven Parts*, Queen of Chaos, and Wind Dukes of Aaqa are detailed in the Realms conversion notes for "The Whispering Cairn."

The Commander's Quarters (area **8** of Cromm's Hold) should have a slightly richer set of furnishings than described in the adventure.

Lizard Marsh Encounters

The following table replaces the "Mistmarsh Encounters" table found in Dungeon #126, page 28.

d%	Encounter
01-05	1 young black dragon (EL 5)
06-15	1 ceratosaur (EL 7)
16-25	2 pternadons (EL 5)
26-40	5 lizardfolk (EL 5)
41-50	1 gargantuan monstrous centipede (EL 6)
51-60	4 dire toadsMM2 (EL 5)
61-70	4 monitor lizardsMM (EL 5)
71-100	Roll once on Mistmarsh Table

In addition, there is a prominent portrait of the baroness with her late husband and son.

Redeye

Redeye is the king of the Redeye tribe and an ally of the black dragon Ilthane. This powerfully built lizardman stands nearly 7 feet tall, with the clawed hands, long tail, and toothy jaws typical of his race. Whereas most lizardfolk have a thin white membrane that grows hard scales ranging in color from onyx black to olive green to mud brown, Redeye's skin and scales are a putrescent, almost glowing, green hue.

Redeye (Shukak) was once a divine champion of Semuanya, tolerant of other races and willing to negotiate with humans. In the Year of the Wave (1364 DR), Redeye was leading a lizardfolk hunting party that crossed paths by chance with the Company of the Black Claw, a band of adventurers in the employ of Ilthane, whose territory lay near Redeye's tribal lands. The two groups quickly came to blows.

Unbeknownst to Redeye, Ilthane had recently agreed to enter into Dragotha's service. She had sent the Company of the Black Claw to Daggerford to meet with an agent of the undead dragon and bring back a set of potions. The potions contained alchemical additives with which the black dragon planned to begin her activities on behalf of Dragotha. At the end of the battle, Redeye lay dying amongst the corpses of his friends and

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foes. In desperation, Redeye fed on the fallen body of a cleric of Talos and drank several of the tainted potions the cleric carried.

In the wake of the battle, Redeye returned to his people a changed creature and quickly seized control of the tribe from its aging king. Redeye credited his survival to Talos the Destroyer, hoisting aloft a shield bearing the Destroyer's symbol as proof of his conversion. Under Redeye's leadership, the Redeye tribe (as it came to be known) began an aggressive series of raids against the surrounding human communities. After several townsfolk witnessed Redeye's fanaticism, rumors spread among the human communities of the region that some sort of aspect of Talos was leading the lizardfolk.

Meanwhile, Ilthane had reestablished contact with Dragotha's agents and acquired a new set of Kyuss worms. Eventually, Ilthane realized that the reports of a lizardfolk aspect of Talos began shortly after the disappearance of the Black Claws and that the two events were probably related. After her initial attempt to infect the lizardfolk with masses of undead worms failed, Ilthane approached Redeye and forged her alliance with the tribe. Now, in addition to her plot to incubate a new crop of worms in the tribe's eggs, Ilthane keeps close watch over Redeye, observing how he unknowingly serves her needs.

REDEYE **CR 8**
Male lizardfolk barbarian 6/divine champion 1 [Talos]
CE Medium humanoid (reptilian)
Monster Manual 169
Init +6; **Senses** Spot +1, Listen +1
Languages Common, Draconic

AC 23, touch 12, flat-footed 21; improved uncanny dodge
hp 89 (9 HD)
Fort +11, **Ref** +7, **Will** +3

Spd 40 ft.
Melee *+1 returning trident* +14/+9 (1d8+5/19–20) and bite +10 (1d4+2)
Ranged *+1 returning trident* +12 (1d8+5/19–20)
Base Atk +8; **Grp** +12
Special Atk rage 2/day

Abilities Str 18, Dex 15, Con 18, Int 11, Wis 12, Cha 12
SQ hold breath, lay on hands 1 point/day, trap sense +2
Feats Improved Critical (trident), Improved Initiative, Multiattack, Weapon Focus (trident)
Skills Balance +8, Intimidate +7, Jump +12, Knowledge (religion) +3, Sense Motive +4, Swim +8
Possessions *shield of the destroyer (+1 heavy steel shield), +1 returning trident, bracers of armor +3, Redeye* (single *eye of the eagle* made of a translucent ruby lens), pouch containing 31 cp, 35 sp, and 90 gp.
Rage (Ex): While he is raging, Redeye's statistics change as follows:
AC 21, touch 10, flat-footed 19; improved uncanny dodge
hp 107 (9 HD)
Fort +13, **Will** +5
Melee *+1 returning trident* +16/+11 (1d8+7/19–20) and bite +12 (1d4+3)
Ranged *+1 returning trident* +12 (1d8+7/19–20)
Grp +14
Abilities Str 22, Con 22
Skills Jump +14, Swim +10

RUNNING "ENCOUNTER AT BLACKWALL KEEP" IN EBERRON

by Keith Baker

"Encounter at Blackwall Keep" brings the heroes into conflict with a tribe of misguided lizardfolk, who have become tools of those who seek to usher in the Age of Worms. Only a few changes are required to adapt the adventure to EBERRON, but these create ideas that you may wish to explore in the future.

The Lizardfolk of the King's Forest

"Encounter at Blackwall Keep" is based around the idea that the people of the Free City have had a long-standing conflict with the local lizardfolk, and that the keep was built to hold these lizardfolk raiders in check. However, in EBERRON, we've set the Free City as Sharn, and there aren't any lizardfolk near Sharn.

Or are there?

In modern-day Khorvaire, the largest concentration of lizardfolk can be found in Q'barra. But the lizardfolk are reclusive by nature—and until humans settled Q'barra during the Last War, no one knew about the reptilian civilization hidden in the jungle. Over the last century, lizardfolk have been found in other dark corners of Khorvaire. Explorers and soldiers seeking refuge have found lizardfolk in a variety of caves, swamps, and jungles, including the King's Forest of Breland.

The King's Forest is a a rain forest that covers thousands of square miles, stretching out north and east of Sharn. Although hunting is prohibited, the King's Forest has long been a haven for poachers and brigands, as well as monsters and magical beasts that were hunted

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down and killed if they ventured into the open. The lizardfolk of this region fought the Dhakaani goblinoids and the minions of the Daelkyr thousands of years ago, and learned to fear outsiders. For centuries they have been living under the noses of the human invaders, hidden in the heart of the forest and avoiding all contact with the softskins. But then the plague of worms struck down their children. The dragon Ilthane came to their hidden villages and told them the humans and the other softskins were to blame for the catastrophe, and for the last decade she has nutured the flames of rage in the hearts of the lizardfolk. The lizardfolk have never attacked Blackwall Keep, until now.

Characters who make a DC 20 Knowledge (nature) or bardic knowledge check upon seeing the lizardfolk recall stories about hunters who claimed to have seen lizardfolk in the King's Forest. These stories depict the lizardfolk as shy and peaceful. While the lizardfolk have druids, they do not follow any of the Eldeen druidic traditions presented in the *Eberron Campaign Setting*.

Blackwall Keep

This fortress is located 130 miles north of Sharn, where the King's Forest reaches out toward the banks of the Dagger River. It is part of a chain of small fortresses set along the trade road, which both watch the shores of the Dagger and combat poachers, bandits, and other threats that emerge from the King's Forest. The swampy jungle east of Blackwall Keep has an unusually high percentage of dangerous magical beasts, and the keep has always had a skilled battle mage on hand to handle these monsters. At present, that is Allustan's friend Marzena.

Encounters on the Road

Goblins and orcs are not inherently savage in Eberron, and this is too deep in Breland for raiders from Droaam or Darguul. Revise the following encounters:

Goblins: The goblins are poachers, who rely on the game they find on the edge of the forest to feed their families. While they are not evil or innately hostile, they are returning from the hunt with illegal venison and are on edge; aggressive PCs could provoke them to violence.

Lizardfolk: As lizardfolk are not common in the region, this party is from the same tribe that is attacking Blackwall, and they attack humans on sight.

Orcs: Instead of encountering orcs, a result of 86–90 results in an encounter with 3 Unhinged Soldiers (EL 4). The powers of Khyber and Xoriat are always lurking in the shadows of Eberron, and the horrors of war have driven these Brelish soldiers to the worship of the Dragon Below. They have become ravenous cannibals and only emerge from the King's Forest to prey on travelers on the road. They are filthy: their clothes are torn, their eyes are mad, and they are covered with dirt and dried blood. They have lost the ability to speak and are driven only by hunger and instinct. If any of the PCs served Breland in the war, perhaps they recognize one of these unfortunates as a former comrade-at-arms.

UNHINGED SOLDIER **CR 2**

Male human warrior 2/barbarian 1

N Medium humanoid

Init +1; **Senses** Spot –1, Listen +3

Languages Common

AC 15, touch 11, flat-footed 14; Dodge, Mobility

hp 18 (3 HD)

Fort +5, **Ref** +1, **Will** –1

Spd 40 ft.

Melee longsword +4 (1d8+1/19–20)

Base Atk +3; **Grp** +4

Special Atk rage 1/day

Abilities Str 12, Dex 13, Con 11, Int 8, Wis 9, Cha 10

Feats Dodge, Mobility, Toughness

Skills Climb +3, Intimidate +6, Jump +3, Listen +3, Survival +4

Possessions longsword, studded leather armor, heavy wooden shield

Rage (Ex): While he is raging, an unhinged soldier's statistics change as follows:

AC 13, touch 9, flat-footed 12

hp 24 (3 HD)

Fort +7, **Will** +1

Melee longsword +6 (1d8+3/19–20)

Grp +6

Abilities Str 16, Con 15

Skills Climb +5, Jump +5

The Mistmarsh

The Mistmarsh is an exceptionally swampy area of the jungle to the east of Blackwall Keep. The rough terrain has kept hunters from exploring it thoroughly, which made it a haven for the lizardfolk and dangerous beasts rarely found in the open woods. It can be used as a marshy region within a vast rain forest, and not a freestanding swamp.

The ghouls encountered in the Mistmarsh are the remnants of a band of soldiers of the Emerald Claw. The Claw sent this unit, composed of a priest and several soldiers, to Breland to perform acts of sabotage during the war. After some of the soldiers were killed by beasts in the forest, the priest animated their corpses as ghouls. After the priest fell to a Brelish patrol, the ghouls ran wild, killing and transforming the rest of the soldiers. People familiar with Karrnath may recognize the distinctive uniforms of the Emerald Claw (see page 226 of the *Eberron Campaign Setting*).

The Lair

The harpies found in area **4** served Breland as mercenary scouts during the Last War. After they were severely wounded in battle, the harpies were found and healed by the lizardfolk. The lizardfolk treat them well, and the harpies have chosen to remain with their new allies. Shukak, the Lizard King, was not raised as a slave, but he was captured by a hunting expedition and pressed into fighting in the Burning Ring of Sharn. This is against the Code of Galifar—but people liked watching the creature fight, and Hoas Junter paid the Watch to look the other way.

Ilthane

You may wonder how the dragon Ilthane fits into the grand scheme of things: aren't the dragons of Argonnessen the ancient enemies of the Lords of Dust? This fact makes the corruption of a dragon to the cause of darkness all the sweeter. More information about Ilthane, her master Dragotha, and their ties to the oldest evils of Eberron will be revealed in future installments of this appendix.

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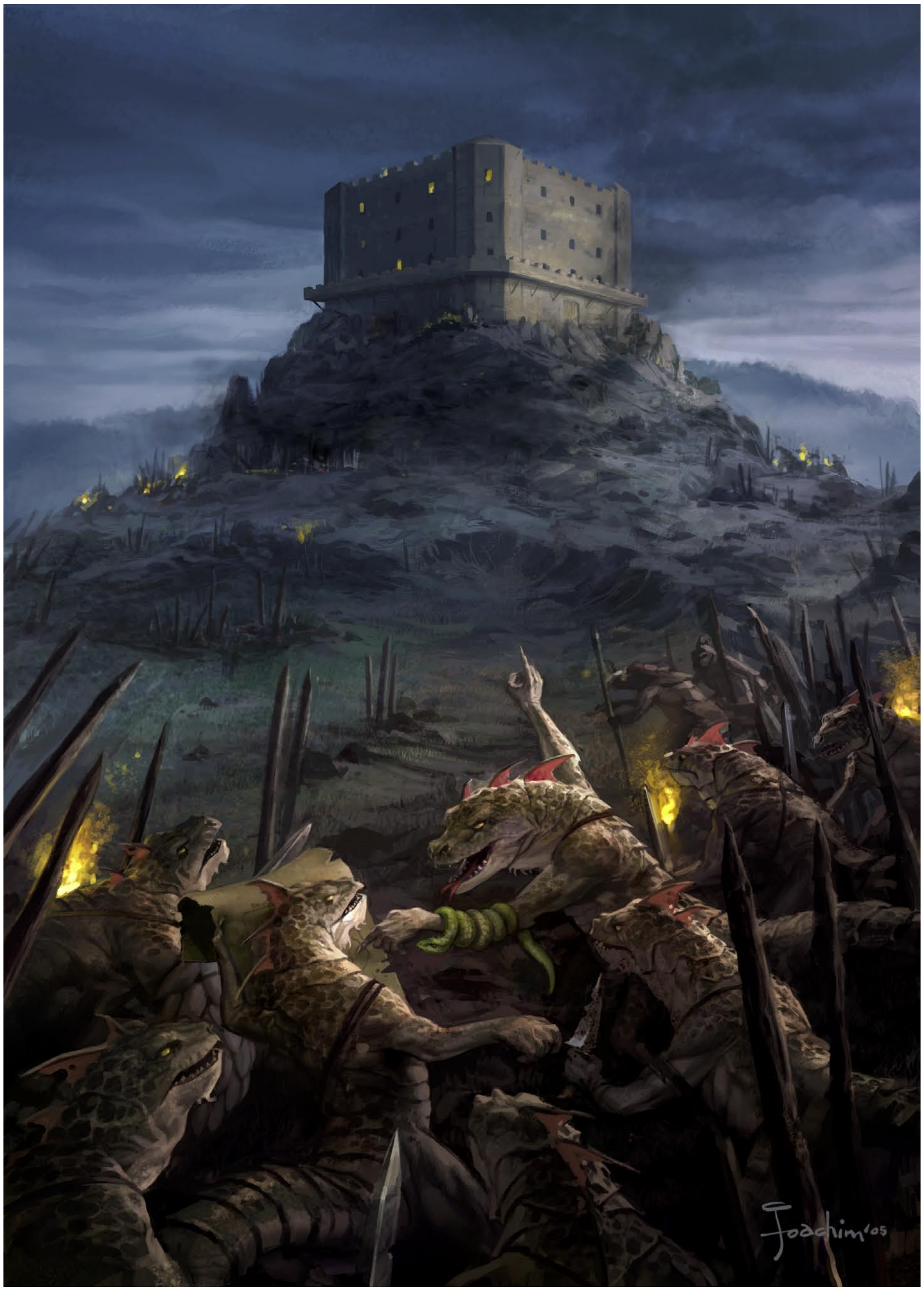
Joachim Barrum



ENCOUNTER AT BLACKWALL KEEP

by Sean K Reynolds

The wizard Allustan requests the party's company on a trip to Blackwall Keep, a militia outpost on the border of a treacherous swamp. But what of the green worms and unkillable zombies plaguing the region, and what fell secret is locked in the keep's forlorn basement? An Age of Worms Adventure Path scenario for 5th-level characters.

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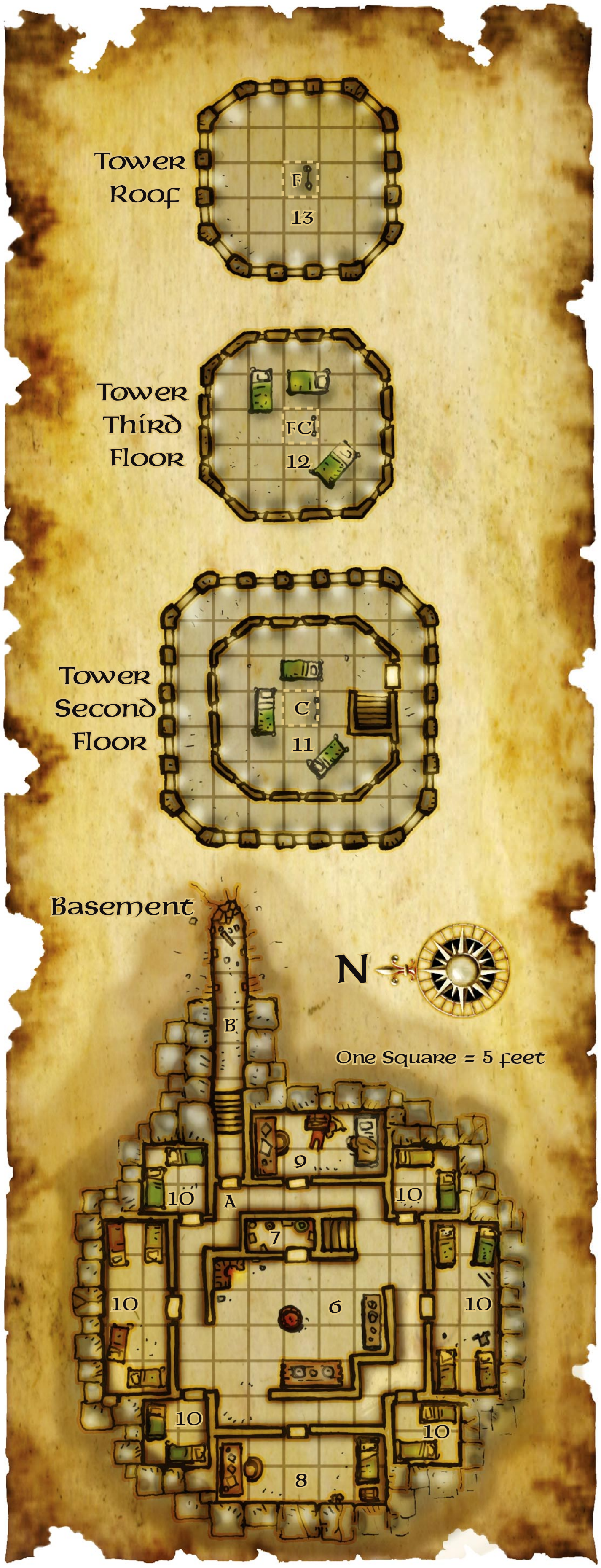
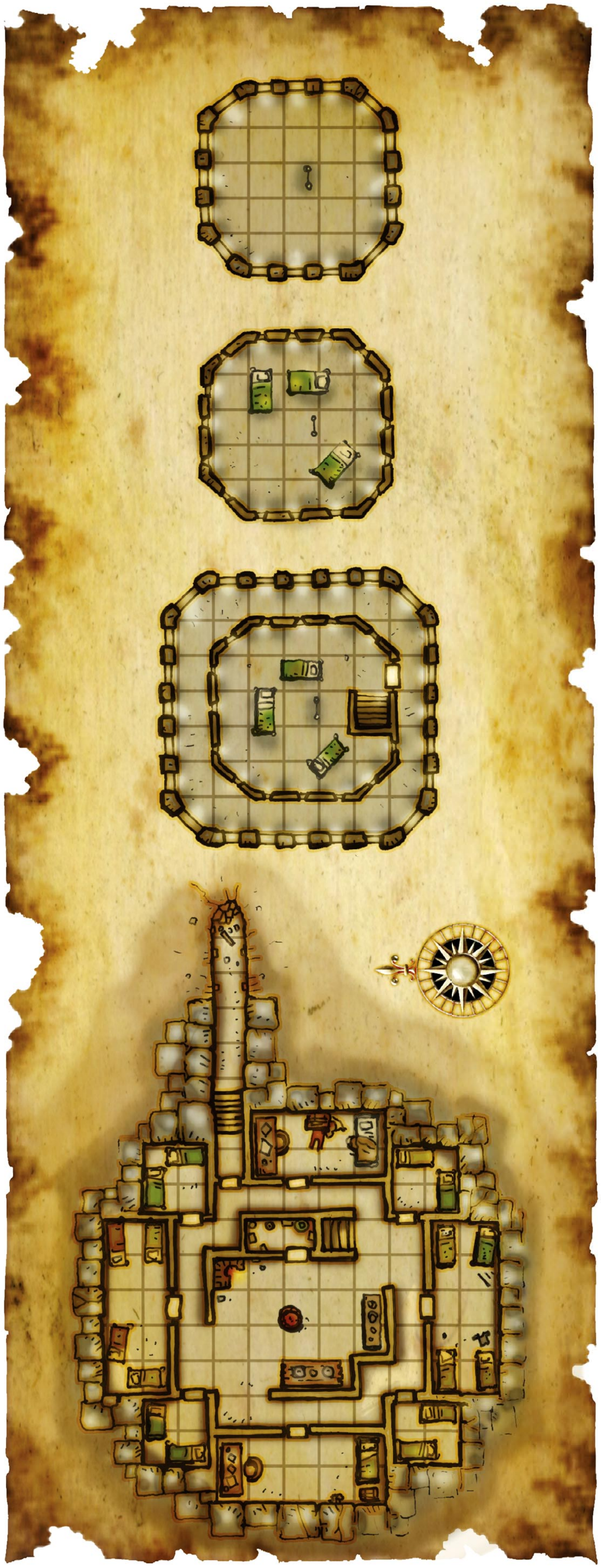

Tower Roof
F
13
Tower Third Floor
FC
12
Tower Second Floor
C
11
Basement
N
B
One Square = 5 feet
9
10
A
10
7
10
6
10
10
10
8

Robert Lazzaretti



Robert Lazzaretti

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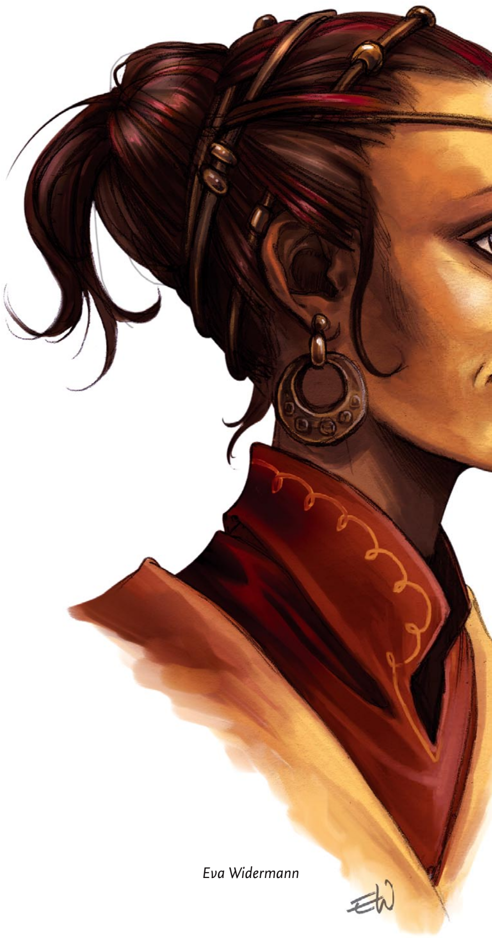
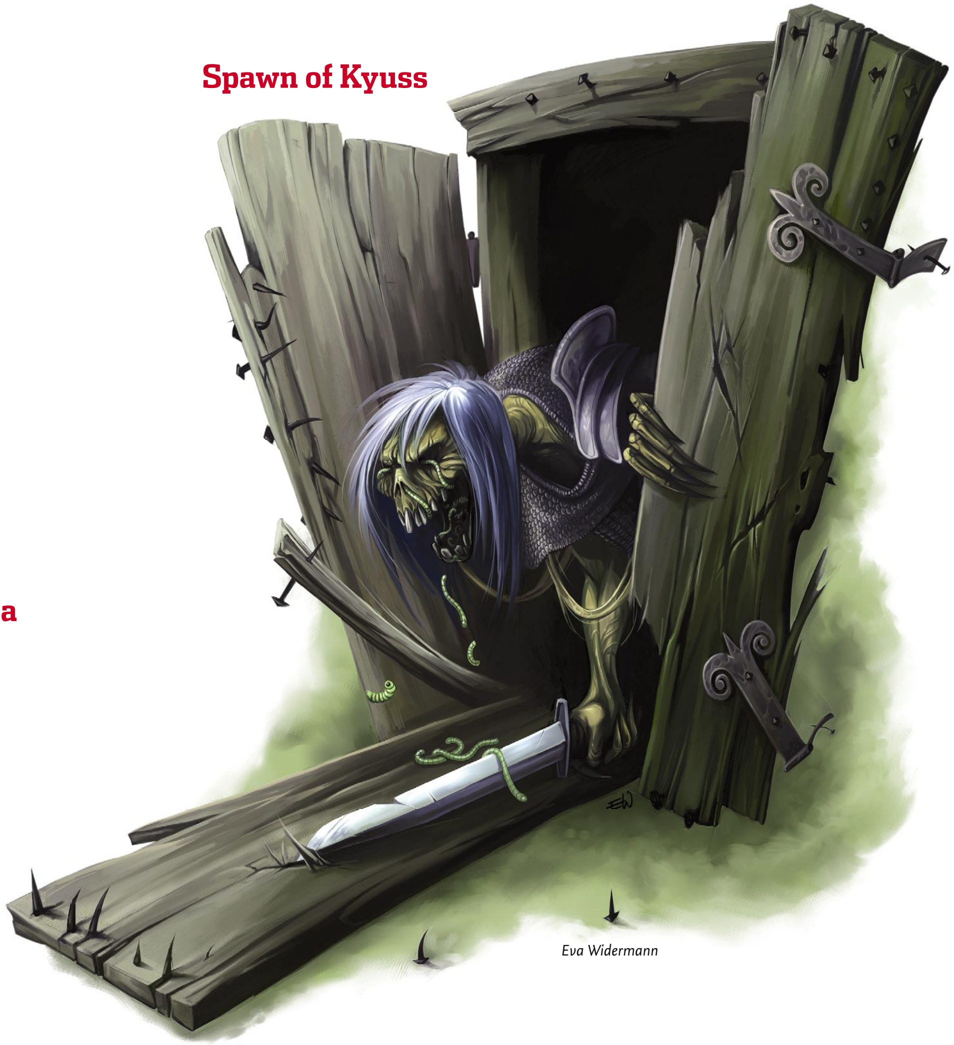


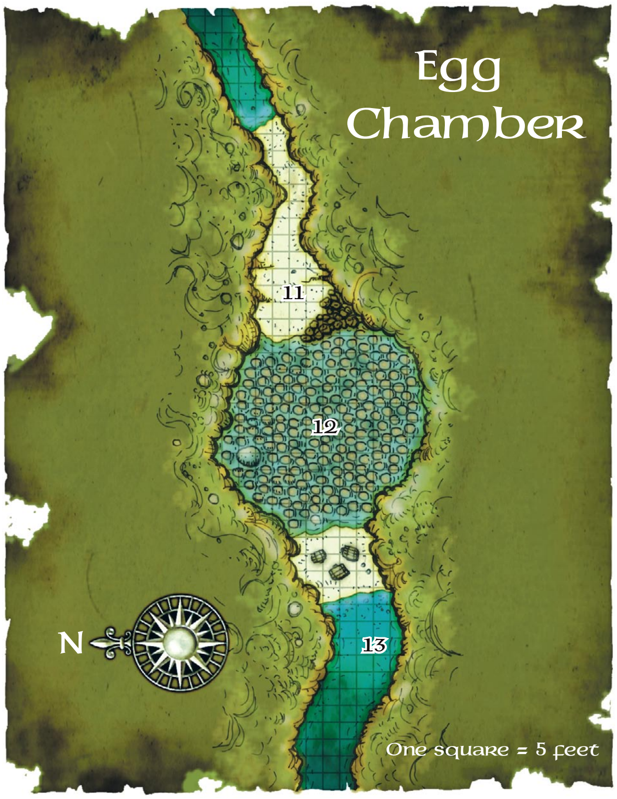
Marzena

Eva Widermann

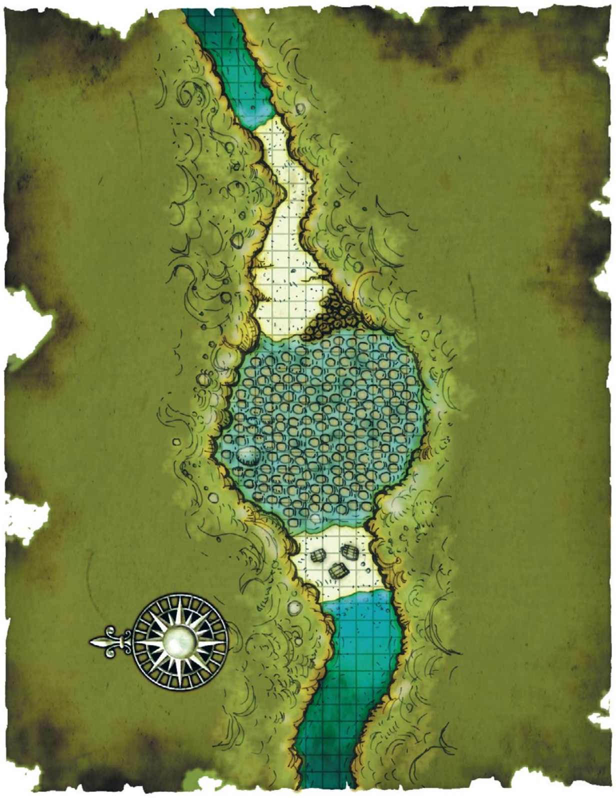


Spawn of Kyuss

Eva Widermann


Egg Chamber
11
12
13
N
One square = 5 feet

Robert Lazzaretti



Robert Lazzaretti

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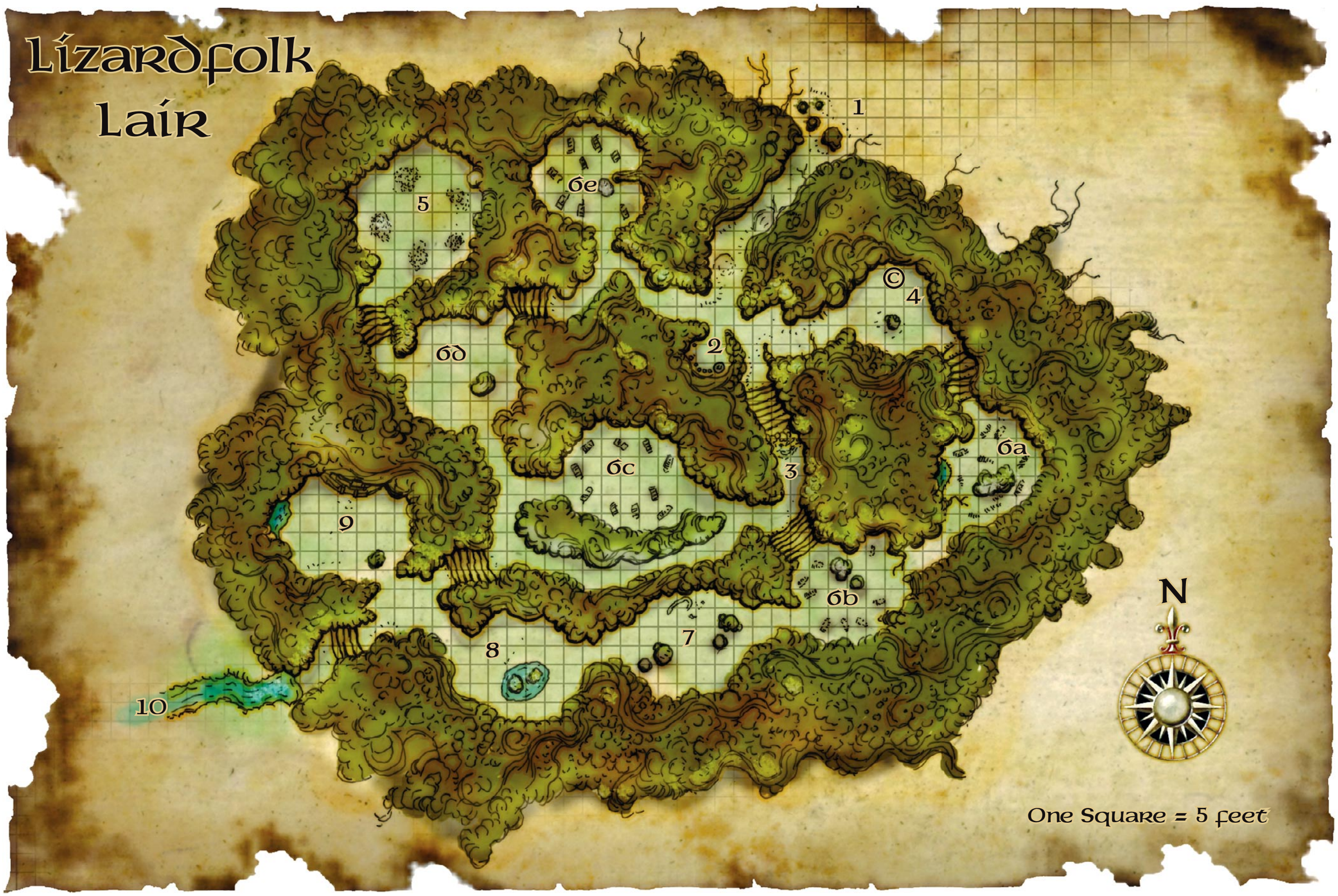
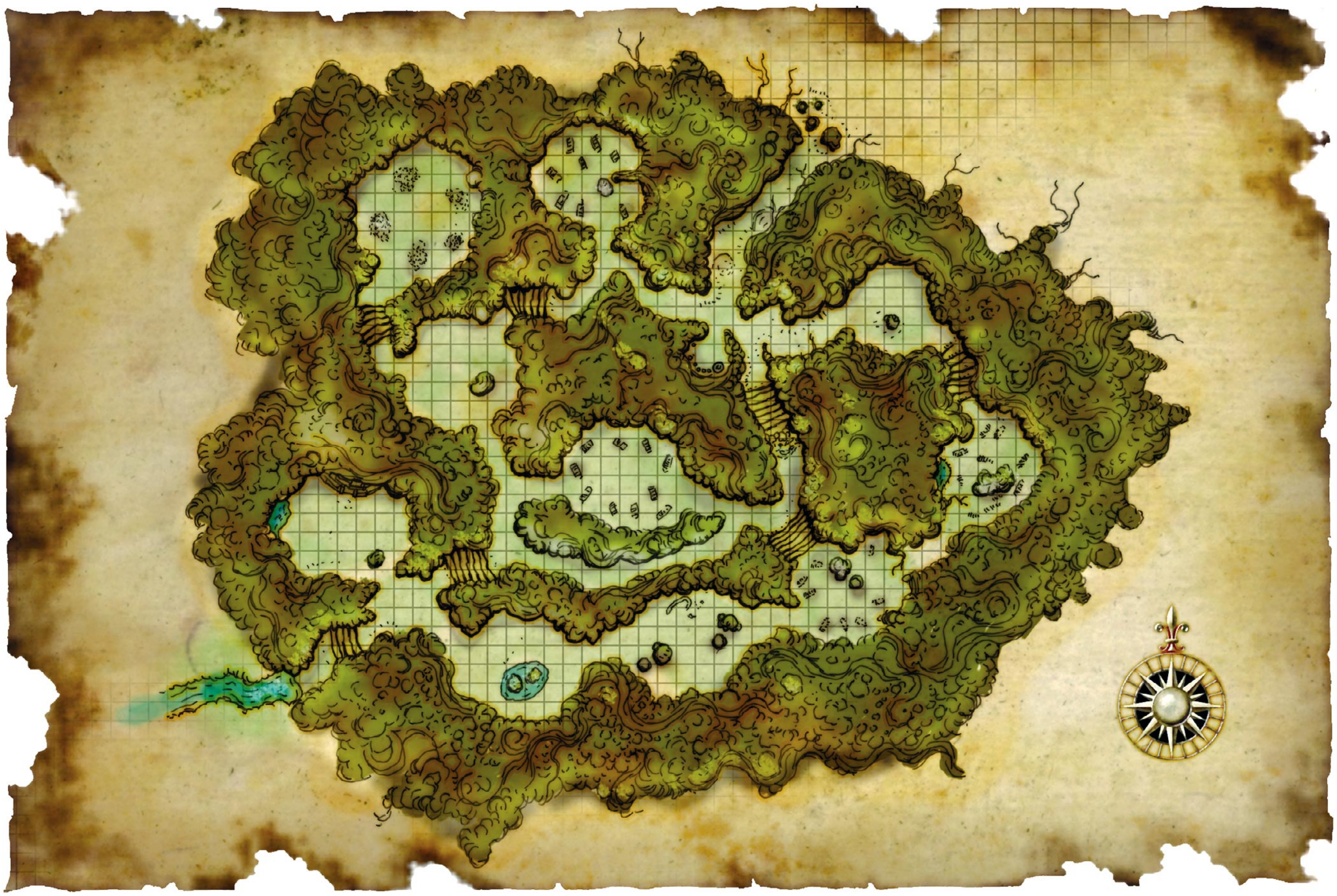

Lizardfolk Lair
1
2
3
4
5
6a
6b
6c
6d
6e
7
8
9
10
N
One Square = 5 feet

Robert Lazzaretti



Robert Lazzaretti

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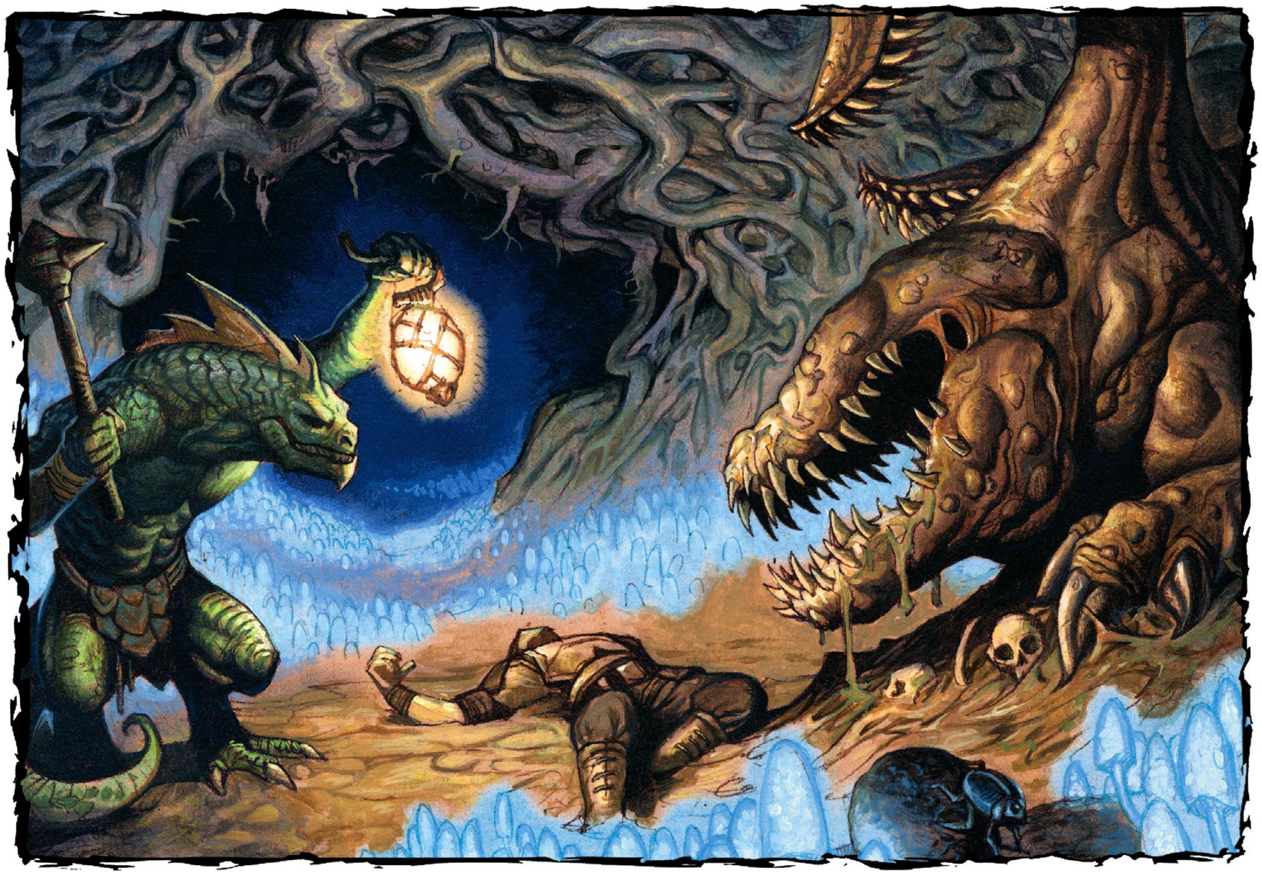
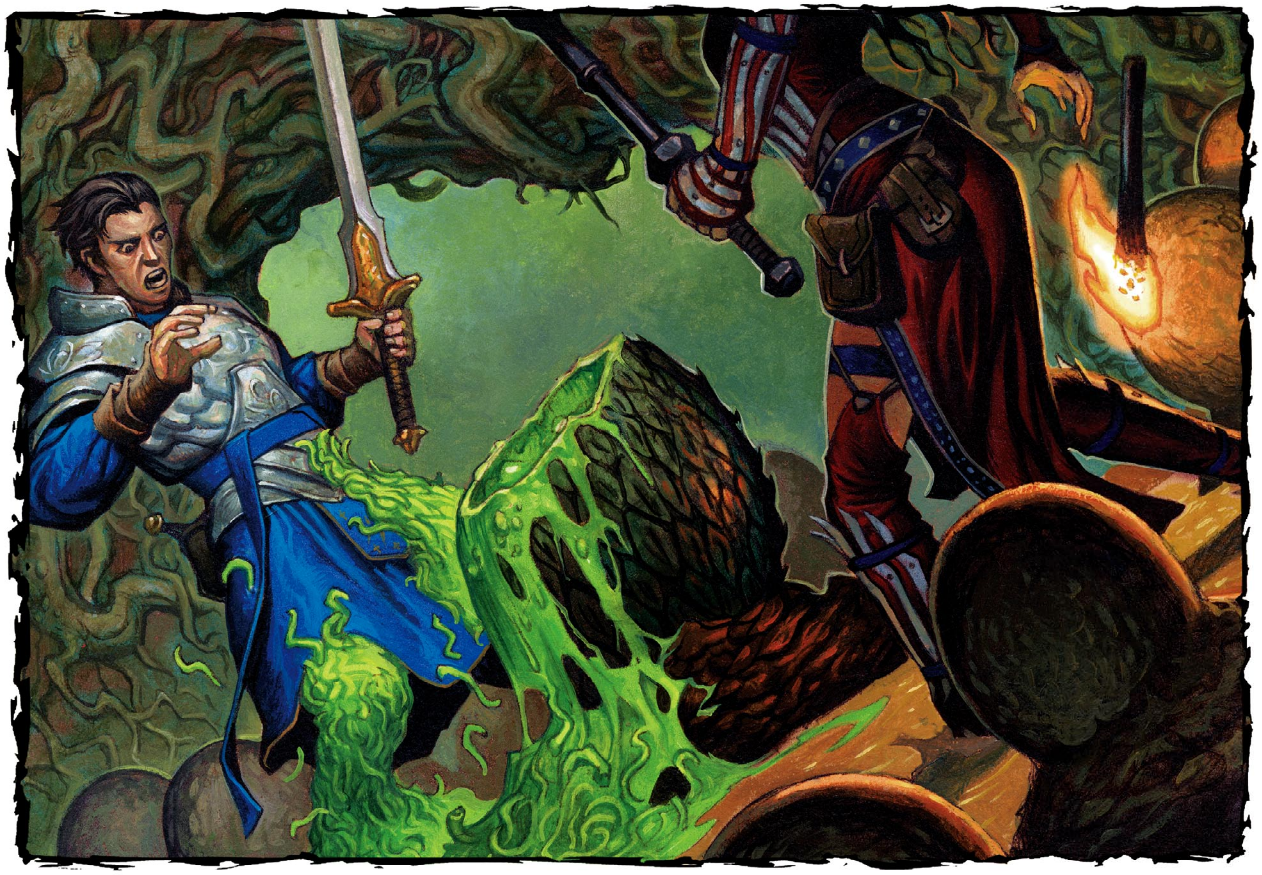


Steve Prescott



Steve Prescott

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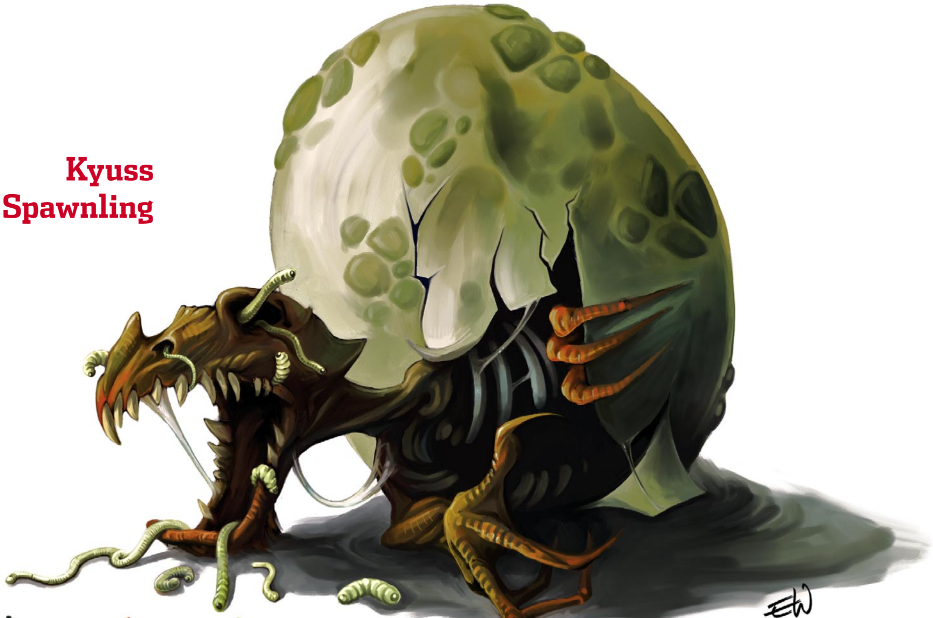
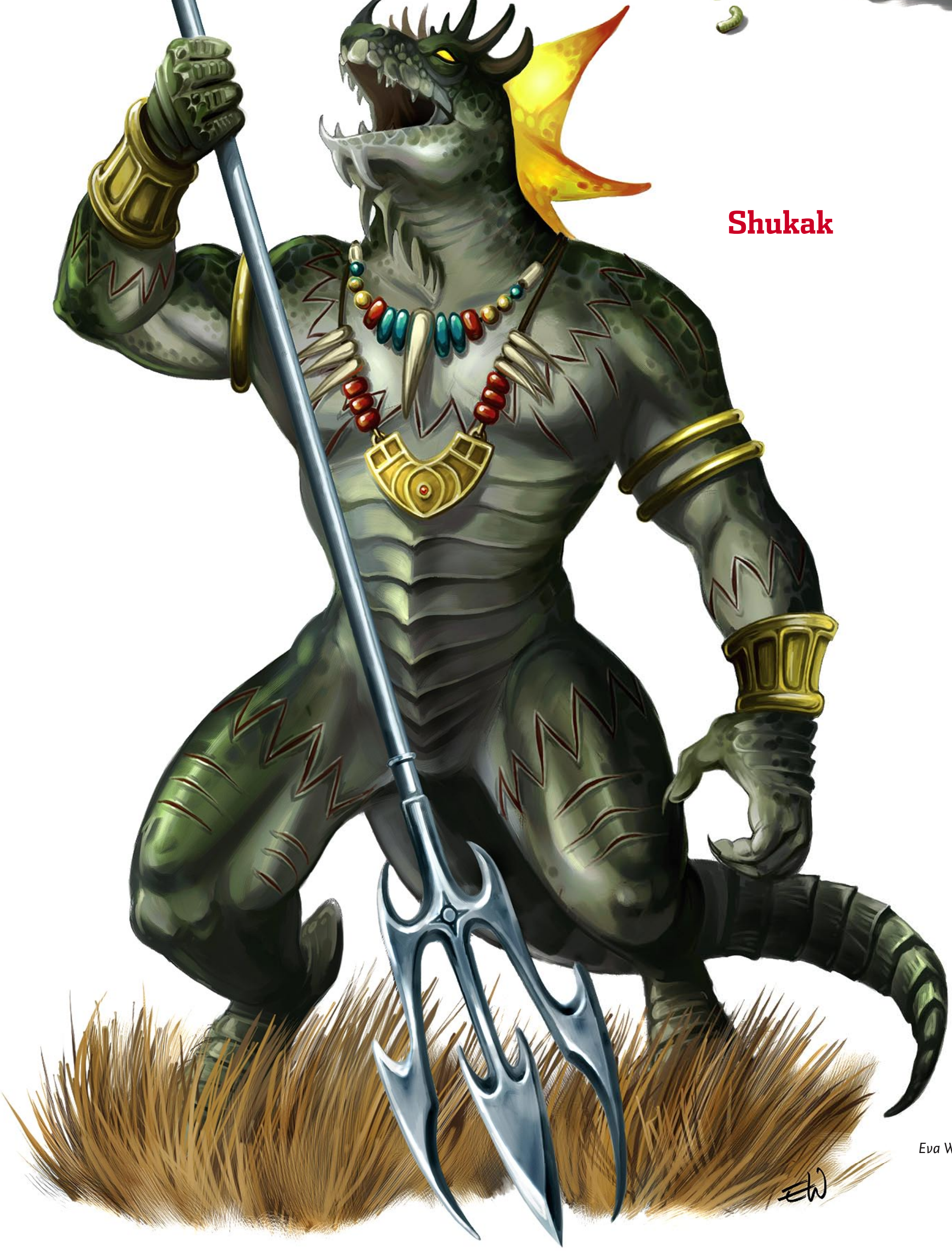
Kyuss Spawnling



Eva Widermann



Shukak

Eva Widermann

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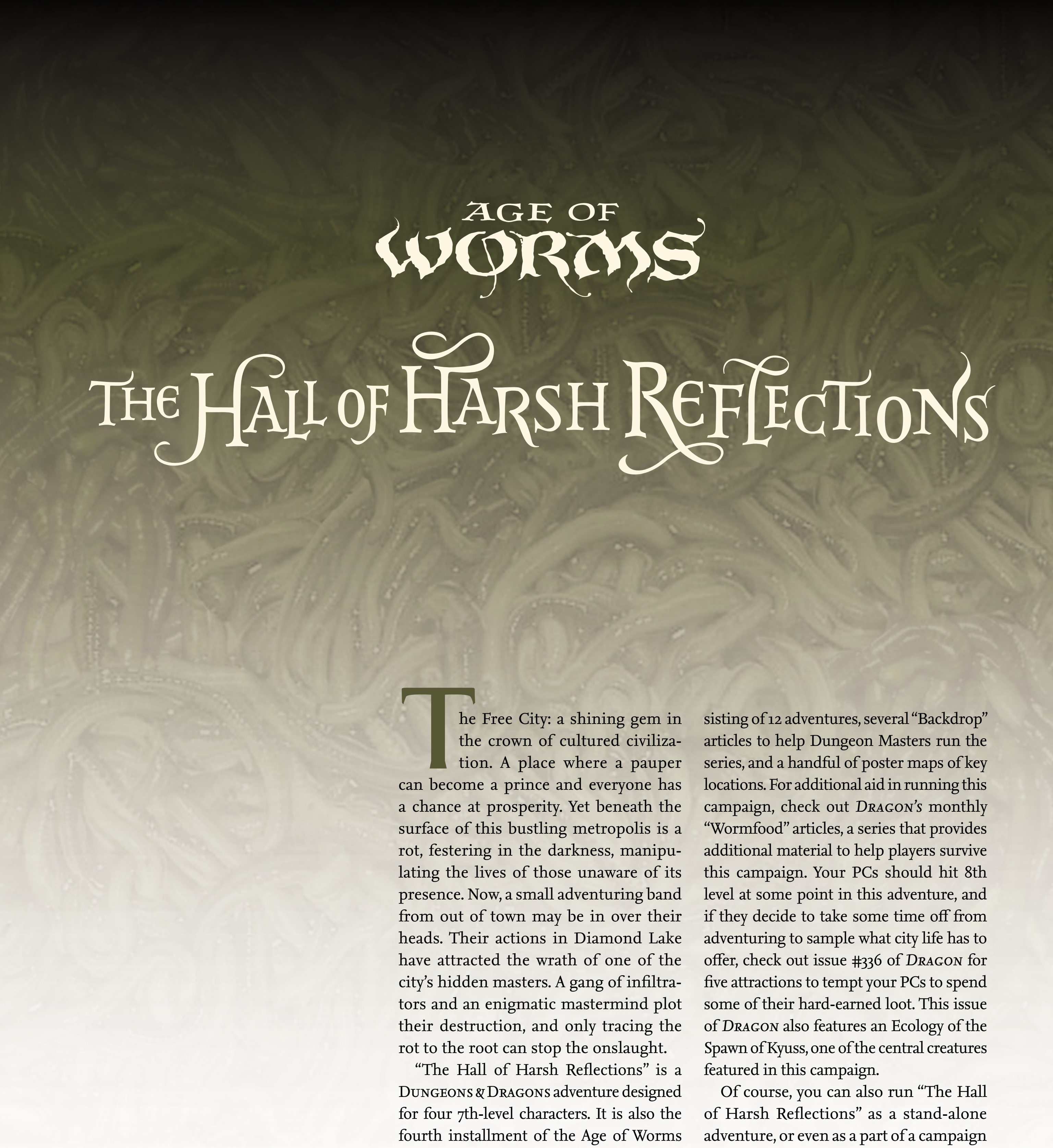
Joachim'05



AGE OF WORMS

THE HALL OF HARSH REFLECTIONS

The Free City: a shining gem in the crown of cultured civilization. A place where a pauper can become a prince and everyone has a chance at prosperity. Yet beneath the surface of this bustling metropolis is a rot, festering in the darkness, manipulating the lives of those unaware of its presence. Now, a small adventuring band from out of town may be in over their heads. Their actions in Diamond Lake have attracted the wrath of one of the city's hidden masters. A gang of infiltrators and an enigmatic mastermind plot their destruction, and only tracing the rot to the root can stop the onslaught.

"The Hall of Harsh Reflections" is a DUNGEONS & DRAGONS adventure designed for four 7th-level characters. It is also the fourth installment of the Age of Worms Adventure Path, a complete campaign consisting of 12 adventures, several "Backdrop" articles to help Dungeon Masters run the series, and a handful of poster maps of key locations. For additional aid in running this campaign, check out *DRAGON's* monthly "Wormfood" articles, a series that provides additional material to help players survive this campaign. Your PCs should hit 8th level at some point in this adventure, and if they decide to take some time off from adventuring to sample what city life has to offer, check out issue #336 of *DRAGON* for five attractions to tempt your PCs to spend some of their hard-earned loot. This issue of *DRAGON* also features an Ecology of the Spawn of Kyuss, one of the central creatures featured in this campaign.

Of course, you can also run "The Hall of Harsh Reflections" as a stand-alone adventure, or even as a part of a campaign of your own design.

BY JASON BULMAHN
BY JOACHIM BARRUM, STEVE PRESCOTT, AND EVA WIDERMANN
BY ROBERT LAZZARETTI
AGE OF WORMS CALLIGRAPHY BY DARLENE
ADVENTURE PATH | MID-LEVEL (6TH-12TH) | URBAN & DUNGEON CRAWL

Adventure Background

Loris Raknian, retired gladiator and director of the Free City Arena, has his hands full organizing the upcoming Champion's Games, when fighters from around the world gather in a festival of violence and pageantry that should put all previous expositions to shame. Despite this enormous logistical challenge, he still manages to keep up with his fellow cultists in the Ebon Triad, including the secretive cell stationed below the corrupt mining village of Diamond Lake. Raknian recently learned that this cell was destroyed and its secret research stolen by a group of locals. Angry at the loss of his associates and concerned about the missing research, Raknian is worried that someone has stumbled onto the cult's hidden plans. Worse, the sinister tiefling Bozal Zahol, the cultist who converted Raknian to the Ebon Triad and who dwells in a secret temple deep below the Free City Arena, has decreed that if Raknian doesn't take care of the problem in Diamond Lake soon, things will get very uncomfortable for him.

When Raknian learned, through an ally hidden in Diamond Lake, that those responsible for the cult's destruction were on their way to the Free City, he breathed a sigh of relief. Far too busy with preparations for the upcoming Champion's Games to deal with the upstarts himself, Loris contacted Zyrxog, a mind flayer living beneath the city streets and an old associate of the arena master. Loris tasked Zyrxog with destroying the PCs and recovering any missing clues they might have concerning the cult's nefarious plot.

Zyrxog and a coterie of drow thralls came to the Free City years ago and quickly set up operations after dominating a gang of doppelgangers based in the city's waterfront. Using them as his eyes, ears, and hands on the streets above, the mind flayer has been manipulating events, replacing important officials, and gathering oddities according to his alien designs. Tasked with destroying the meddlesome party from Diamond Lake, Zyrxog quickly sets his doppelgangers into motion, tracking them down and planning their ruin.

Meanwhile, the PCs travel to the Free City seeking Eligos, a learned sage and old friend of their patron Allustan. They bring with them numerous artifacts, clues to the cult's plans, and a host of questions they hope the sage can answer.

Adventure Synopsis

"The Hall of Harsh Reflections" begins as the PCs approach the Free City, unaware of the danger that awaits them. After encounters with a corrupt gate guard, an apocalyptic street preacher, and a perilous parade, the party finally reaches the estate of Eligos the sage. The sage informs the PCs that although he can find the answers they seek, it will take time, giving the party a chance to idle away the days at a local inn, the Crooked House.

The doppelgangers attack soon after the PCs arrive, impersonating the PCs and committing a crime in their names, hoping to turn the locals against them. The party must foil this plot, and in so doing learn the location of the shapeshifters' hidden base down on the waterfront. This leads them to a confrontation with the dangerous charlatans in their demented house of mirrors. Defeating Telakin, the lord of the doppelgangers, reveals a deeper threat, a hidden master directing their actions. Before the PCs can escape the hideout, Zyrxog himself attempts to destroy them, with the aid of his drow minions.

Tracking down the mind flayer, the PCs invade his alien lair deep beneath the city streets. Here they can defeat Zyrxog, and learn about the aberration's recent dealings, including numerous transactions with Loris Raknian, master of the Free City Arena and host of the forthcoming Champion's Games.

Adventure Hooks

Having defeated the cultists in Diamond Lake and the undead lurking under nearby Blackwall Keep, the PCs are told by Allustan to seek out Eligos in the Free City to learn more about these diabolical cults and their worm-ridden servants.

If the adventure is used independently, Allustan, an eminent sage, contacts the party in hopes of contracting their services. The sage recently came into the possession of an ominous item: a green segmented worm in a jar of preservative fluids, which he hopes to have identified. Unable to leave his small town due to other commitments, the sage offers to pay the PCs to take the jar to the Free City and have the contents identified. Allustan suggests that the party contact Eligos, a scholar who lives in the Free City. For their services, Allustan offers to pay the party 500 gp per member.

In fact, by changing the nature of the clues found in Zyrxog's lair, you can use "The Hall of Harsh Reflections" as a great way to tip off the PCs about any number of possible burgeoning conspiracies.

The Journey to the Free City

As the adventure begins, Allustan has helped the PCs compile the notes and discoveries they've made about the Ebon Triad and the spawn of Kyuss in Diamond Lake and the Mistmarsh. He gives them the address of a friend named Eligos, a sage who lives in the Free City who can help make sense of the discoveries and find out what exactly the cult is up to. The journey from Diamond Lake to the Free City is about 85 miles on a road through hills (overland movement modifier of ×3/4). Consult pages 162–164 of the *Player's Handbook* to determine how long it'll take a party to make this journey—if your group travels at a speed of 30 feet it'll take close to five days.

The journey is not without peril. The roads are not as safe as they once were, with bandits and worse prowling the night. The PCs likely pass several patrols, groups of traders or farmers, and gaggles of pilgrims on the road—you can incorporate these as you see fit, perhaps using some of the encounters listed on page 19 of *DUNGEON* #126 as inspiration.

There's a 10% chance of a dangerous encounter occurring—make two checks per day (one during the day and one at night). If the PCs neglect to take appropriate precautions when they set up camp (setting guards or finding a safe place to camp with a DC 15 Survival check), the chance of a night encounter increases to 20%. Unless your players particularly enjoy these encounters, though, you should limit the number of encounters to no more than two during the journey unless you're trying to boost the party's level up to 7th. All of these encounters have an average EL of 7.

Encounters on the Road

d%	Encounter
01–40	1d3 bandits
41–60	1d6+3 worgs
61–75	1d6 owlbears
76–90	1d6 displacer beasts
91–100	2 trolls

Bandits: 1d3 human 5th-level rogues are out looking to make some easy money by charging exorbitant tolls to passing travelers. Failure to pay the toll (all the money a group is carrying) invites attack. If one of the bandits is slain, the others attempt to flee. Use the stats for the thieves on page 38 for these bandits.

Worgs, Owlbears, and Displacer Beasts: These predators hunt in packs, and stalk the PCs hoping for one of them to lag so they can pounce. A PC can discover them with a successful Spot or Listen check. They break off the attack if half their number are slain.

Trolls: Two troll brothers named Murnk and Nathk are the only two survivors of a recent raid on a troll lair by a band of adventurers. The trolls are trying to make some money to hire an ettin or hill giant to get revenge on the three adventurers. The only way they know to make money, unfortunately, is by attacking more adventurers. Trolls aren't that smart. If one of the trolls is killed, the other begs for his life, offering the last of their money (87 silver pieces and one gold piece) as a bribe. If asked about the adventurers that ruined their lair, the trolls describe a quick female elf with a bow, a large loud man with a shiny belt, and a horrible bearded man that threw lots of fire. Astute PCs may recognize the descriptions of local adventurers Tirra, Auric, and Khellek, or they may not. The trolls don't know who they were, but they do know they were too tough for a group of five of their brothers to handle.

PART ONE: WELCOME TO THE FREE CITY

> Perched on the banks of a broad, slow-moving river, the glistening Free City comes into view. Larger than any other, this city is home to tens of thousands, living together with the hope of a better life. Tall spires and gabled roofs crowd together and peek out over the high stone walls that surround the bustling metropolis, while smaller, less opulent buildings spread from its walls in nearly every direction. Scores of common folk, along with carts and wagons laden with wares for market, form a long line slowly trudging toward the nearest gate.

Gaining access to the Free City is a lengthy endeavor that involves waiting in line for 2 hours, followed by an inspection performed by the guards at the gate. Although the Free City is open to all and relatively safe, the city militia has stringent laws against contraband (namely destructive magic, drugs, and any poison that causes Constitution damage). If disguised as commoners with a Disguise check (opposed by three +4 Spot checks by the guards), the party is let through the gate after a simple questioning of their name and business. Otherwise, read or paraphrase the following when the PCs approach the gate.

> "Well what do we have here? Fancy folk here to spend their coin in the Free City," the guard calls out from the gate. "Well, what's your business here? And be prepared to turn out your pockets."

While the guards (LN male human warrior 3) have nothing against the PCs, they tend to give a hard time to those outfitted better than themselves. After recording the names of all the party members, the guards ask to take a look at their possessions, citing the need to search for contraband. They look very suspiciously at all weapons and unusual gear, especially any odd talismans, jars containing green worms, or obviously magic items. After the inspection, which is conducted with a healthy dose of concerned looks and disapproving sighs, the guards inform the party that some of their gear may need to be confiscated. Although patently untrue, the guards are looking for a small bribe (5 gp or more) to ease the party's passage into the city. A successful DC 20 Sense Motive check makes this clear. Should the PCs proclaim their innocence forcefully and repeatedly, the guards let them in without much protest. Should any of the PCs actually possess contraband (such as poison or drugs) it is confiscated and the PC is fined 20 gp per dose or banned item.

Once they're inside the Free City, read or paraphrase the following to the PCs.

> The streets of the Free City are cobbled with well-worn stones and scored by deep wagon ruts. Throngs of people of all races, some bearing exotic raiment, crowd the streets. The creak of wagons and neighing of horses is interrupted by the call of merchants hawking their wares and the shouts of customers haggling over prices. The air hangs heavy with the smell of civilization, the stench of sweat and refuse mixed with the aroma of fresh baked bread and fire-roasted meats.

The Free City is a blank slate. It could be the City of Greyhawk, Waterdeep, Sharn, or any large city in your home campaign. Feel free to place the various encounter areas in this adventure (or the diversions detailed in *Dragon* #336's "Wormfood") wherever you wish. The Crooked House and Eligos' manor can be anywhere in the city, of course, while Sodden Hold should be located on a waterfront. Next issue's "The Champion's Belt" continues the adventure in the Free City, and also includes a Backdrop article called "The Free City" which details the small neighborhood surrounding the Crooked House and contains numerous small adventure hooks to entertain the PCs between adventures.

The following two encounters occur while the party travels between various locations on the streets of the Free City. They can be used any time during the adventure, and are designed to breathe life into the urban environment and fill in the gaps during slow periods.

Event 1: Parade of Thieves (EL 9)

While making their way through the Free City, the PCs find their progress blocked by a parade of street performers and a small menagerie making its way down the street. A large crowd has gathered on both sides of the street, hoping to get a glimpse of exotic monsters and daring jugglers.

> The intersection ahead is packed with a throng of people, straining their necks and cheering as a pair of jugglers, preceded by a large metal cage, makes its way down the cross street. The parade continues to roll past, displaying the talents of numerous street performers and various caged beasts. One large and extravagant cage on a horse-drawn wagon actually consists of two cages. The inner cage is made of iron bars, with panes of glass mounted outside the bars on all four sides. Within is a three-headed monstrosity with the heads of a goat, a lion, and a brilliant blue dragon. As the parade trundles along, the beast roars over and over as its dragon head blasts the iron cage with bolts of electricity that play along the metal bars.

Creatures: The parade, an annual event in celebration of the coming Champion's Games, makes its way through the streets of the Free City to the entertainment of all. Unfortunately, the garish event also attracts a number of thieves, who use the distracting event as cover for their larcenous ways. Any character that mingles in the crowd to get a better look is a likely target for the pair of rogues in the crowd.

As an added danger, the beast in the cage, a chimera, has ambitions beyond those of a sideshow attraction. The parade organizers did an excellent job ensuring that the chimera's breath weapon wouldn't hurt anyone on the street, and while the lightning isn't doing much damage to the glass panes, it has been slowly weakening the iron bars of the inner cage.

Just moments after the rogues have had a chance to ply their trade, the chimera's cage breaks, loosing the beast as the crowd flees in panic (along with the rogues, if they have not been spotted).

AREGEN AND SALD **CR 5**
Male human rogue 5
CN Medium humanoid
Init +7; **Senses** Listen +7, Spot +7
Languages Common, Dwarf

AC 16, touch 13, flat-footed 13; Dodge, uncanny dodge
hp 25 (5 HD)
Fort +3, **Ref** +7, **Will** +0; evasion

Spd 30 ft.
Melee mwk short sword +7 (1d6+1/19–20)
Ranged light crossbow +6 (1d8/19–20)
Base Atk +3; **Grp** +4
Atk Options sneak attack +3d6
Combat Gear *potion of cure moderate wounds*, *potion of invisibility*, 2 tanglefoot bags

Abilities Str 13, Dex 16, Con 14, Int 10, Wis 8, Cha 12
SQ trapfinding, trap sense +1
Feats Dodge, Improved Initiative, Weapon Finesse
Skills Bluff +7, Disguise +9 (+11 acting), Escape Artist +11, Hide +11, Listen +7, Move Silently +11, Sleight of Hand +13, Spot +7, Tumble +11
Possessions combat gear, masterwork studded leather armor, masterwork short sword, light crossbow with 20 bolts, disguise kit, peasant outfit, 23 gp

Chimera: hp 76; blue dragon head; *Monster Manual* 34.

Tactics: The chimera is furious and bent upon gaining a bit of revenge upon the folk that taunted it. Once free of its cage, it moves to attack the nearest target, most likely one of the fleeing townsfolk or performers. A small child left behind makes an easy target should the party back away from the dangerous beast. The chimera's wings have been clipped. As a result, it can fly but must land by the end of its movement.

Once the chimera is free, Argen and Sald try to flee the scene quickly unless one has been discovered in his thievery. Should this happen, the rogues support each other as much as possible, flanking any target that presents itself. If successful in their Sleight of Hand checks, the rogues make off with whatever the PCs happen to carry in their belt pouches or a small item from their packs. This should amount to nothing more than a few coins, a potion, or a sheathed dagger or wand.

Developments: Should the PCs kill the chimera, the performers are clearly saddened, but they understand the necessary use of force. If the chimera is instead merely knocked unconscious, the performers are very grateful and reward the PCs with two *potions of resist energy (lightning) 20*.

If either Argen or Sald are killed, the PCs must explain themselves to the local watch captain, who does not look lightly on such harsh retribution. He warns the party that vigilantism will not be tolerated, and that further acts could land them in the stocks (or worse).

Event 2: Street Prophet

Most major communities have their fair share of prognosticators, some crazed and raving about the future, others quiet and lurking, waiting for the signs they know are coming. The Free City is no exception. While some are clearly mad, occasionally one lone voice is a prophet, knowing more than any man should.

> Up ahead, standing atop a covered rain barrel, a man screams at a public that seems keen to ignore his ravings. Dressed only in a ratty robe and waving a long, charred staff, the balding human man seems to be shouting himself horse, yet the crowd still passes him by without paying much attention at all.

The party can easily avoid or ignore the crazed man. If they happen to ask one of the common folk about him, they learn that he is here every day, shouting about this and that. Last week he shouted about "the dragons of the rift and the sins they proclaim" or some such nonsense. No one's really sure of his name, and most call him the Rain Barrel Man as a result. If the PCs bother to listen to his rant, read them following.

> "Listen to me, you children of the Free City, and hear the doom that builds before your blind eyes. You in your house of gold and you in your hovel of mud and even you in your mail of metal, none of you are safe from the doom, from the Age of Worms. Oh yes, it is coming. Have you

not heard the dead dragons roar? Have you not smelled the rot festering under your very nose? Have you not dreamt of the worm that walks, bringing decay to all he touches? Fools, you are all fools! Your doom is upon you! The end is in sight and none of you shall be spared. Decay is the future and the future is here!"

The Rain Barrel Man does not allow interruptions to his rant until the end and begins anew after a few moments. Should the PCs ask questions about his rant, he only stares at them, with no answers forthcoming. He refers to himself as "the prophet of the golden eye" and refuses to share any of his secrets. He is more than willing to repeat his rant, but seems to have no further information about his tale (and in fact, does not seem to know anything about it when not telling it in its entirety).

PART TWO: ELIGOS AND THE CROOKED HOUSE

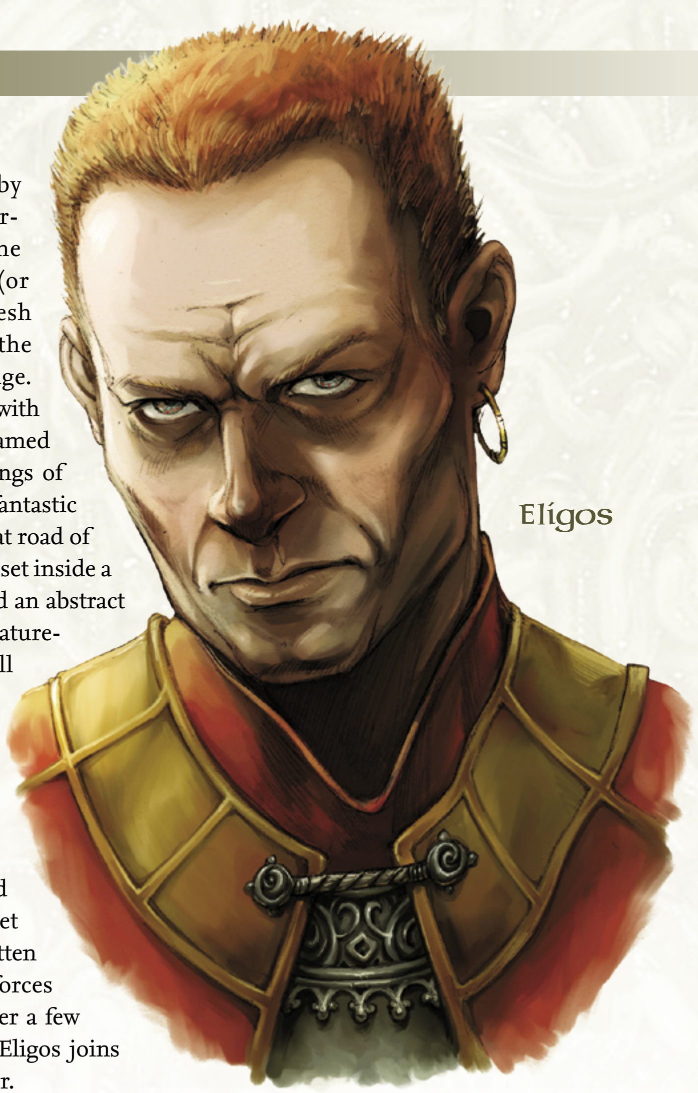
Eligos lives in one of the more affluent parts of the Free City, known as the Garden District. Although the guards at the gates to this district look at the PCs with suspicion, they do not bar their entry. When the PCs arrive at the address Allustan provided, read them the following.

A white stone wall surrounds a manicured yard of trimmed hedges and exotic fauna. A cobbled path, flanked by a pair of pools and rearing dragon statues, leads to a white marble manor house with gilded double doors and flickering golden lanterns.

As the party approaches the front door to the opulent manor, it opens as if they are expected. **Pollard** (N male elf expert 2), Eligos's aged elven manservant, asks the PCs their business at the estate and invites them inside to wait for the sage (assuming they mind their manners).

Once inside the manor, the party is escorted through the grand foyer, dominated by a marble staircase lined with suits of ancient armor, and topped by an ancient battle banner used as a curtain. Off to one side, a short hallway leads to a parlor, where the PCs are asked to wait by the austere manservant. After serving the party a fine wine (or water) along with fresh fruit, Pollard leaves the party to await the sage.

The parlor is lined with packed bookcases, framed by various oil paintings of faraway places and fantastic locales (such as a great road of bones, a bustling city set inside a dormant volcano, and an abstract painting of a vast featureless ashen plain). All of the furniture is gilt with fine gold tracery and padded with plush red velvet cushions. The floor is polished wood, but covered by a well-worn carpet depicting some forgotten battle between the forces of good and evil. After a few minutes of waiting, Eligos joins the party in the parlor.


Eligos

A middle-aged man wearing an open red robe with a silver breastplate underneath enters the room. His eyes are sharp wells of deep gray accented by specks of red. His hair, red like the setting sun, shows the first signs of receding. "My manservant, Pollard, tells me that you wish to speak to me," he says in a calm, even voice. "My name is Eligos. How can I be of assistance?"

Eligos (LN male human fighter 2/wizard 7/loremaster 2) is a patient, levelheaded man, respected throughout the Free City for his obscure knowledge and skill in the arcane. Like Allustan, Eligos was once apprenticed to the powerful archmage Manzorian. Unlike Allustan, Eligos still serves the archmage as one of Manzorian's chief agents in the Free City.

After allowing the party to introduce themselves, Eligos plainly asks what their business is with him. Although patient, his time is valuable and he does not suffer fools. He listens to the PCs' request calmly, without asking questions unless they mention Allustan. At that point he raises and eyebrow and says, "Hmm, I never thought I would hear from him again. But nonetheless, please continue." If asked about the sage of Diamond Lake, Eligos flatly states that they were both beholden to the same master for a time. He speaks no more of the matter, but does warm up to the party after their relationship with Allustan is established.

Eligos is intrigued by their queries, especially those concerning the jar containing the green worm, Zosiel's silver diadem, the two demon horns, the *talisman of the sphere* from the Whispering Cairn, and any tales of the Age of Worms or the nefarious cults in nearby Diamond Lake. After hearing their request for answers, the sage thinks on it a bit with two fingers raised to his lips and then speaks.

"Although not my area of expertise, I do know a bit of what you speak and am greatly disturbed. I will look into this matter, but it will take some time. There are many books to consult, and most are kept in the Great Library. I should be able to gather the information you seek within the week. While you wait, might I recommend that you stay at the Crooked House in the Foreign Quarter? It is an excellent inn and the keeper and I are old friends—mention my name and he's sure to give you a discount on rooms. I shall contact you there when I have found the knowledge you seek. Until then, I suggest you enjoy the comforts the Free City has to offer."

Eligos asks for no payment in these dealings so long as the party mentions Allustan. Otherwise, he merely asks for future considerations should the need arise. He does not know what this entails, but he assures them it will be nothing dangerous. To complete the research, Eligos needs to keep any objects the party desires investigated.

You should use Eligos to answer any number of questions the PCs might have. In addition to answering direct questions, he can also fill in plot points the party might have missed, discovering "additional" information they might find useful. At the very least, you can use him to point the PCs to any other locations in the Free City you may wish to have them visit.

Be wary not to reveal too much. Information from the first three installments of the Age of Worms Adventure Path should be generally available if the PCs could have learned it themselves through their exploits. Hidden background information may be revealed in later installments and should be kept secret until that time. In the end, it's up to you to decide what Eligos discovers, but it should serve to drive the plot forward, fill in some of the gaps, and raise further questions.

If you are not running this adventure as part of the Age of Worms adventure path, Eligos can reveal whatever information is needed to drive your plot. The sage can become a valuable asset to the party, leading them to further adventures and solving some of the riddles that have plagued them.

Their business completed, Eligos summons Pollard to escort the party out, promising to contact them once his research is complete.

Campaign Seed: The Mistmarsh Accord

If the PCs made an agreement with Hishka the lizardfolk shaman in "Encounter at Blackwall Keep" to help arrange for a treaty between the Free City and the lizardfolk of the Mistmarsh, a successful DC 15 Gather Information check is enough to establish that the best route would be to contact the city guard and government with the request.

How much time you spend on this subplot depends entirely on how much your players enjoy political intrigue and roleplaying. You can certainly gloss over the meeting by having a PC make a DC 25 Diplomacy check to successfully negotiate the treaty. Alternately, you could develop an entire cast of politicians and aristocrats that the PCs must appease or convince of the merits of signing such a treaty. In the long run, the relations between the Free City and the Mistmarsh have little impact on the remainder of the Age of Worms plotline, so you can make as much or as little of this subplot as you wish.

The Crooked House

One of the larger buildings in the neighborhood, the Crooked House, is just that—a bit off tilt. Its walls are all at odd angles while none of its windows and doors are quite square. Despite this, the building looks to be in good repair, freshly painted and clean.

The Foreign Quarter is a diverse and busy neighborhood, packed with shops from dozens of nations and numerous inns that cater to merchants and travelers from far away lands. The buildings here reflect this diverse ethnicity, as few look alike and construction styles vary wildly from building to building. Structures made from stone, fancifully carved wood, and countless other more exotic materials.

Located in a part of the Foreign Quarter known as "Midnight's Muddle," the Crooked House has seen better days. Parts of its foundation have failed, resulting in a building out of sorts. The inn boasts few right angles, and none of the floors are level. However, the place has a charm not seen in many of the other buildings in the district. Its owner, Tarquin Shortstone XXIV, takes pride in his establishment, and despite its condition he keeps everything in working order, clean, and mostly safe.

Tarquin (NG male gnome expert 3) runs an honest business, catering to both locals and visitors alike. Many of the owners of local businesses stop by the Crooked House for a pint after closing up for the evening. Tarquin encourages this by cutting most of them a good deal and engaging them in lively conversation about business and local events. He is equally friendly to newcomers, offering up his rooms for the modest price of 6 sp per night, including a small meal in the morning.

The taproom of the Crooked House is often busy late into the night, and things can sometimes get rather lively, especially when a local bard or street performer stops by to entertain the guests. The PCs are free to take a turn on the small stage as well if they possess the skill. Tarquin does not take a cut of the earnings made by any of his performers, and instead offers them free drinks so long as their performances draw more business.

Inside the inn, the taproom is decorated with numerous trophies, primarily owlbear heads, of which Tarquin is rather fond. The tables have uneven legs so that they sit level on the slightly sloping floor. The staircase leading upstairs is a bit treacherous, as it has shifted significantly over the years. The rooms are all of good quality, containing a straw mattress bed, wardrobe, and table with an oil lamp.

When the party arrives, Tarquin is busy serving up a meal and asks if the PCs are interested in joining. He has a number of rooms available, all singles. His double rooms and party rooms are currently rented out to a merchant caravan that just arrived in the Free City. However, should the PCs mention that Eligos sent them, Tarquin cuts them a deal (4 sp per night) and throws in free drinks. Eligos and Tarquin are old friends and frequently meet at a local dragonchess parlor for a friendly game.

It is about this time that Loris Raknian, director of the Free City Arena, learns of the party's arrival in town. He contacts Zyrxog and arranges for their destruction the same day. Although events are starting to move against them, the PCs have a few days to explore the Free City, make purchases, and relax before the action begins.

Body Thief (EL 6)

While the PCs take time off, Tarquin encourages them to have a good time while staying at the Crooked House. The doppelganger agents who work for Zyrxog have already begun to observe the PCs, however, learning their habits and abilities while in the guise of common folk. One of them, a rogue named Ixiaxian, has been charged with infiltrating the party. The switch occurs at some point after the PCs speak to Eligos but before event 3 begins. Ixiaxian remains hidden in the party until the real PC is rescued later in the adventure (see area **D15**).

Before going ahead with this nefarious plot, you should carefully gauge your group. Pulling off this deception requires you to enter a conspiracy with one player against the rest of the group, a practice that is generally not recommended. If you feel that this would offend your group, feel free to omit this plot entirely.

There are three ways you can handle this potentially disruptive plot device. First, you can opt to ignore the subplot if you think recruiting one of the players as a double agent would disrupt the campaign. In this case, simply remove Ixiaxian from the adventure and replace the encounter with doppelgangers in area **D15** with a group of araneas.

Alternately, there are numerous points during the adventure in which one PC can be separated from the rest of the group. A PC may be arrested at some point and taken to jail apart from the rest of the group (possibly as the result of event 3). A PC could be jumped by Ixiaxian while he scouts ahead of the rest of the group while they explore the upper level of Sodden Hold. If you can engineer Ixiaxian's attack to coincide with a point at which a PC voluntarily leaves the rest of the group (such as if a PC decides to go off on his own to try to contact the Thieves' Guild, visit his temple, go shopping, or anything else that may lure PCs apart in the Free City), so much the better. Take that PC into another room and run the encounter with Ixiaxian. If the PC defeats the doppelganger, you can either try again with an identical doppelganger and a different PC later, or you can congratulate that PC on his luck and skill and continue with the adventure as written, replacing the encounter in area **D15** with the aranea.

A third possibility is to run the situation as a conspiracy. At some point before this adventure begins, pick the player you think will best be able to play Ixiaxian instead of his character; ideally, this should be a PC that Ixiaxian can mimic the abilities of with ease, like a rogue. Tell this player that at some point, his character will be taken over by a doppelganger. The player should continue to play his character normally, since Ixiaxian wants to observe the party and gather intelligence; his goal is not to betray them or attack them until the group reaches area **D15**.

Once a PC has been replaced with a doppelganger, allow that PC to continue to play the doppelganger as if it were his own character. The doppelganger certainly takes the time to equip itself with the PC's gear, and in its attempt to remain in "character" would certainly make the same decisions the PC would make as regards purchasing new equipment, using one-shot or charged items, and the like. You can even go as far as to let the PC continue using his own character's stats rather than handing him Ixiaxian's stats—this method isn't as precise, but it has the dual benefit of keeping Ixiaxian's true capabilities secret as well as being the least invasive method as far as the player is concerned.

Since Ixiaxian is a rogue, and since the real PC is going to probably spend several days imprisoned, he is careful to select a PC that not only closely matches his capabilities and skills, but one that won't be able to escape being manacled and imprisoned. Ixiaxian avoids selecting characters who can make a DC 35 Escape Artist check, and characters that can make a DC 28 Strength check. He also avoids taking characters that can use magic or special abilities to escape via changing shape, characters with the Still Spell and/or Silent Spell feats, characters that can wild shape, characters that can cast *dimension door*, and so on.

Finally, you should be prepared for what could happen if the other PCs discover the deception early. *True seeing* can reveal the deception, as can an awkwardly placed *zone of truth* spell combined with some unfortunate questions. And even though in combats against other doppelgangers, Ixiaxian's kin try to avoid hurting him, there's always the chance that Ixiaxian could get killed elsewhere. Once a doppelganger is slain, its body reverts to its true from, revealing the deception for what it is. The good news for the duplicated PC at this point is that his character didn't really die. The bad news, of course, is that the duplicated PC is still imprisoned until rescued. In this event, you should engineer events so that the imprisoned PC is rescued sooner rather than later. Perhaps the imprisoned PC can be recovered from the cells in area **D6**. The imprisoned PC might even escape and make his own way back to the party.

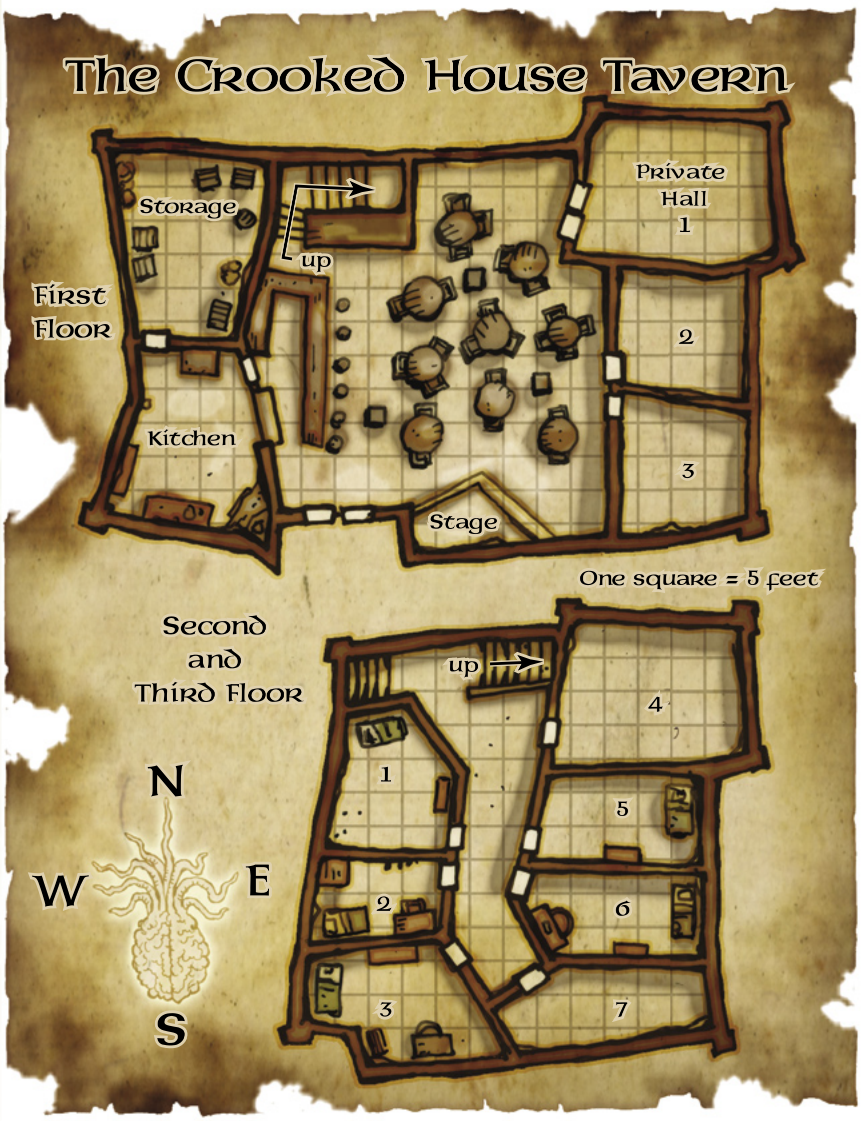
Finally, you shouldn't penalize the captured PC's experience points, even if his character is technically not adventuring with the other PCs for a time. Allow the captured PC a full share of experience, as if he had participated in the encounters he missed.

IXIAXIAN **CR 6**
Doppelganger rogue 3
N Medium monstrous humanoid (shapechanger)
Monster Manual 67
Init +3; **Senses** Spot +12, Listen +12
Languages Common, Elven

AC 17, touch 13, flat-footed 14; Dodge
hp 35 (7 HD)
Immune sleep and charm effects
Fort +3, **Ref** +10, **Will** +7; evasion

Spd 30 ft.
Atk slam +9 melee (1d6+3)
Base Atk +6; **Grp** +9
Atk Options sneak attack +2d6
Special Atk detect thoughts (DC 17)

Abilities Str 16, Dex 17, Con 12, Int 13, Wis 14, Cha 15
SQ change shape, trapfinding, trap sense +1
Feats Dodge, Great Fortitude, Ability Focus (detect thoughts)
Skills Bluff +14 (+18 when reading minds), Diplomacy +7, Disguise +13 (+23 when



using change shape, +27 when also reading minds), Intimidate +4, Listen +12, Sense Motive +12, Spot +12

Event 3: Betrayal at the Bar (EL 9)

Three nights after the PCs arrive at the Free City, Zyrxog's minions make their move to eliminate the PCs. After impersonating one of the PCs and committing a terrible attack, a doppelganger named Elaxan tries to turn the tavern patrons against the PCs in a massive brawl.

Creatures: Waiting until at least one of the PCs has gone to bed, Elaxan goes upstairs in the guise of a simple merchant. Once out of sight of the patrons in the common room, Elaxan assumes the identity of one of the party members that has gone to bed. He comes back downstairs, walks up to Tarquin and stabs him with a dagger. He then tries to run back upstairs before anyone can respond. Once out of sight, Elaxan promptly reassumes the merchant guise and comes back downstairs to incite the crowd against the PCs.

Tarquin survives the attack but falls unconscious behind the bar (at –2 hit points and bleeding) with the dagger still in his chest. The crowd of assembled patrons quickly begins shouting at the PCs as Elaxan attempts to use his Diplomacy skill to turn them against the PCs. If none of the PCs counter this with Diplomacy of their own, this is a simple DC 15 check. Should the PCs resist, it becomes an opposed role. The crowd's initial attitude toward the PCs is unfriendly. Either side winning the check by 5 or more can sway their attitude one step in either direction. Since these checks take 1 minute, sleeping PCs have plenty of time to join the commotion caused downstairs.

ELAXAN **CR 8**
Doppelganger fighter 2/rogue 3
N Medium monstrous humanoid (shapechanger)
Monster Manual 67
Init +4; **Senses** Spot +7, Listen +7
Languages Common, Elven

AC 23, touch 14, flat-footed 19; Dodge, Mobility
hp 57 (9 HD)
Immune sleep and charm effects
Fort +9, **Ref** +11, **Will** +6; evasion

Spd 30 ft.
Melee *+1 short sword* +13/+8 (1d6+4/19–20) or slam +11 melee (1d6+3)
Ranged dagger +12/+7 (1d4+3/19–20)
Base Atk +8; **Grp** +11
Atk Options Power Attack, Spring Attack, sneak attack +2d6
Special Atk detect thoughts (DC 16)
Combat Gear *potion of cure moderate wounds*, *potion of invisibility*

Abilities Str 16, Dex 18, Con 14, Int 13, Wis 12, Cha 15
SQ change shape, detect thoughts (DC 16), trapfinding, trap sense +1
Feats Dodge, Great Fortitude, Mobility^{B}, Power Attack, Spring Attack^{B}, Weapon Focus (short sword)
Skills Bluff +11 (+15 when reading minds), Diplomacy +11, Disguise +12 (+22 when using change shape, +26 when also reading minds), Intimidate +10, Jump +10, Listen +7, Sense Motive +5, Spot +7, Tumble +15
Possessions combat gear, *+2 studded leather armor*, *+1 short sword*, 4 daggers

TAVERN PATRON (14) **CR 1**
Male human commoner 2
NG Medium humanoid
Init –1; **Senses** Spot –1, Listen –1
Languages Common

AC 9, touch 9, flat-footed 9
hp 11 (2 HD)
Fort +1, **Ref** –1, **Will** –1

Spd 30 ft.
Melee knife +2 (1d3+1/19–20)
Ranged bottle –4 (1d4+1)
Base Atk +1; **Grp** +2

Abilities Str 13, Dex 9, Con 12, Int 11, Wis 8, Cha 10

Feats Skill Focus (profession), Toughness

Skills Handle Animal +5, Profession (any one) +7, Use Rope +4

Possessions two bottles, knife, 4 sp

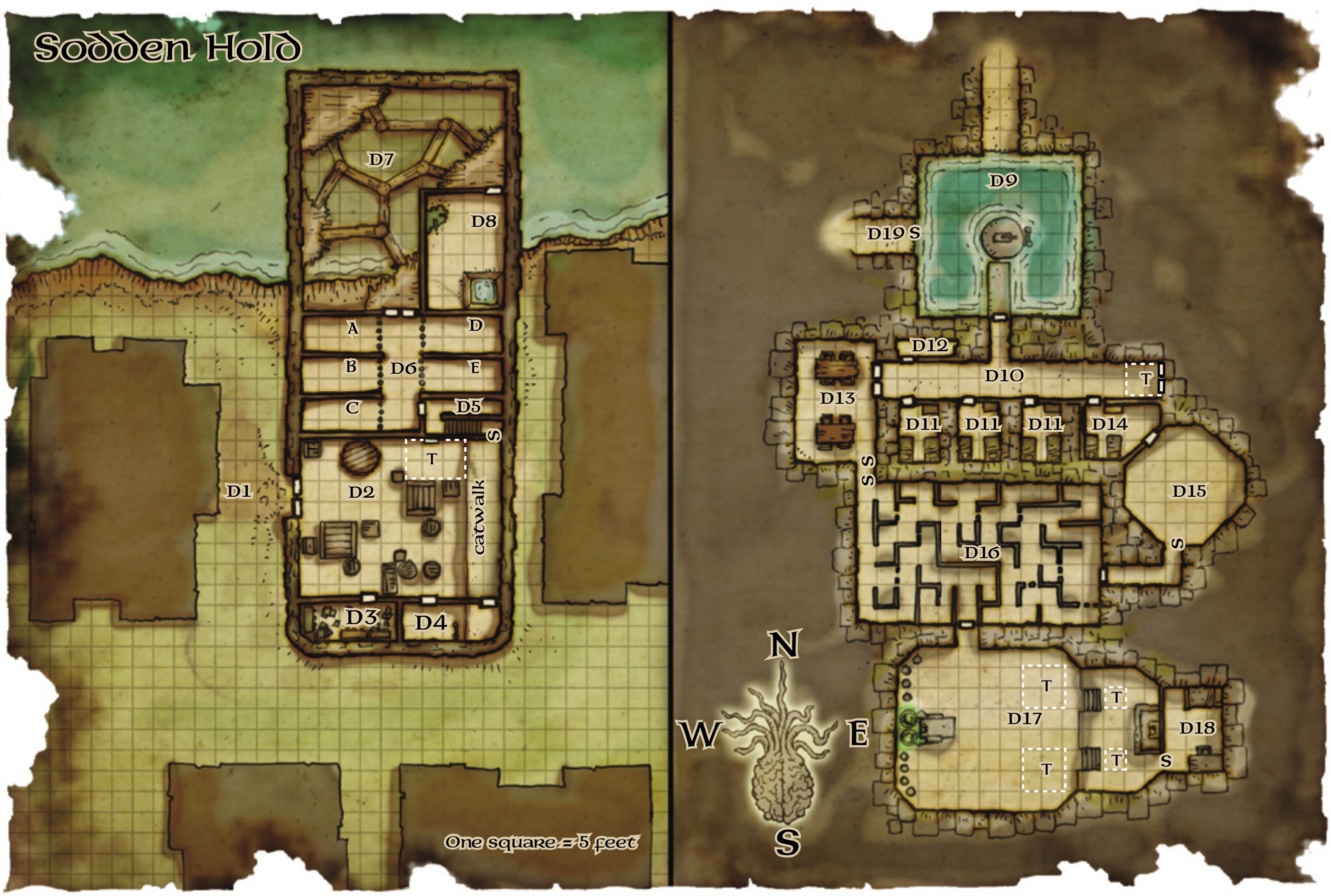
Tactics: As this fight occurs in the taproom of the inn, you should determine if any of the PCs are wearing armor and what weapons they carry before the fight begins. Tarquin finds it rude to be fully armed and armored in his establishment, but lets it pass if the PCs are insistent or sweet talk him with a DC 20 Diplomacy check. Unarmed PCs can fight using the same weapons as the patrons, knives (treat as daggers that deal 1d3), bottles (improvised weapons that deal 1d4) and chairs (improvised clubs). Throughout the fight, Elaxan uses Spring Attack to move up into a flanking position, take an attack, and back away before the PCs can retaliate. If dropped to below 10 hp, he attempts to flee, changing shape to that of a peasant woman the moment he is out of sight.

Developments: Four minutes after Tarquin is attacked, the city watch arrives on the scene and arrests the party unless they can prove their innocence (see the cast article in *Dungeon* 118 for some sample city watchmen). If the PCs have killed any of the tavern patrons, they are arrested whether or not they prove that they did not hurt Tarquin. Should the PCs kill Elaxan, he reverts to his true form, much to the shock of all present. This evidence alone is enough to clear the PCs of any charges by the crowd and guard. Should Elaxan be searched, he has daggers that match the one used to attack Tarquin. Without this proof, convincing the city constables requires a DC 30 Diplomacy check and a rather good explanation.

Elaxan's pouch contains a strangely crooked key attached to a small keychain. The key's head bears a unique design of a ship being pulled underwater by a huge octopus. This key can unlock the front door to the doppelganger's hideout, a warehouse down by the river called "Sodden Hold." A DC 20 Knowledge (local) check allows a character to recognize the design on the key as the same as a design over several old warehouses in the River Quarter, although most of these warehouses have been torn down and replaced with newer buildings. If none of the PCs figure this out, a DC 15 Gather Information check uncovers the same clue. In addition, the informant can tell the PCs that the octopus standard was the mark of a now-dead merchant who once owned several warehouses along the waterfront. Most of these buildings have been sold off and rebuilt, but one still stands—Sodden Hold.

If the PCs are arrested, they spend the night in jail, stripped of all their gear and spell components. In the morning, using their agents within the city watch, the doppelgangers have the PCs delivered to their hideout as noted in the sidebar "Delivered into Danger."

Assuming Tarquin survives, he is very grateful to the party if they prove their innocence. He offers them free room and board for a month as reward. If the poor innkeeper dies as a result of the attack on



his life, his son takes over the business soon after. Obviously, if the party members do not prove their innocence, they are forced to leave the fine establishment.

PART THREE: SODDEN HOLD

Down on the banks of the Selintan River, outside the city walls, a large district has been built to service the docks and waterways around the Free City. In among the warehouses, taverns, and shops catering to mariners is a relatively unremarkable warehouse marked "Sodden Hold" in faded green paint. This stone warehouse has a moss-covered roof and is home to a band of doppelgangers, led by Telakin and controlled by a secretive mind flayer named Zyrxog.

This group of shapechangers has spent years infiltrating the government of the Free City, from minor nobles to town guards, and it is from this warehouse and the warrens below it that they plan their insidious schemes. Tasked by their hidden master to destroy the PCs and claim their gear, the band of doppelgangers has set events into motion to draw the PCs to their hideout.

Warehouse Level

Unless otherwise stated, each chamber of the Sodden Hold warehouse is lit with everburning torches suspended from the ceiling 30 feet above. Both the interior and exterior walls are superior masonry walls, while the doors are made of strong wood (see pages 90–91 of the *Dungeon Master's Guide* for their statistics).

D1. Sodden Hold

Lurking at the water's edge like a rotten log washed ashore, the warehouse marked "Sodden Hold" is built mostly of stone with a wood shingle roof thick with long, ropey moss. The entire building has a green hue, owing to the large patches of moss and mold that grow on its walls.

A tall set of iron double doors marks the only entrance to the warehouse, as it has no windows. The doors are locked with a good-quality lock, requiring a DC 30 Open Lock check to open. Elaxan's key also opens this door. A DC 20 Survival check by a character with the Track feat reveals that these doors have been used frequently despite the warehouse's abandoned appearance.

D2. Storage Hall (EL 7)

The doors open into a large space dominated by dozens of crates and barrels of various sizes. Lit by a number of faintly flickering torches above, a thick layer of dust covers much of the cargo stored here.

This room is used by the doppelgangers to keep up appearances should any local officals stop by for an inspection. Most of the crates and barrels are filled with cheap goods such as rough cloth, spoiled ale, and chainmail links. There are numerous ways out of this chamber, including two doors on the south wall (both locked), a trapped false door on the north wall, and two doors up at the level of the catwalk that runs along the east side of the room (one of which is hidden).

The catwalk on the east side of the room is 15 feet above the floor. The door on the south side of the catwalk leads to area **D4** and is not locked. The door on the north side of the catwalk is hidden, requiring a DC 25 Search check to locate. A DC 15 survival check by a PC with the Track feat identifies the location of the door by the boot prints leading to it, but does not reveal how to open it. This hidden door leads to area **D5** and it is not locked.

Creatures: Three of the crates and barrels in this chamber are not what they appear to be. The doppelgangers keep a trio of mimics in this chamber to ward off any intruders that might break in. A Spot check opposed by the mimics' Disguise checks notices them hidden among the other crates before they attack. One of the barrels in this chamber contains a sour alcohol strong enough to dissolve the mimics' adhesive.

Mimics (3): hp 52; *Monster Manual* 186.

Trap: The false door leading out of this chamber is trapped. The door is not locked, but attempting to open the door sets off the trap, opening a wide pit in front of the door.

Wide Mouth Spiked Pit Trap: CR 7; mechanical; location trigger; manual reset; DC 25 Reflex save avoids; 40 ft. deep (4d6 fall); pit spikes (Atk +10 melee, 1d4 spikes per target for 1d4+5 each); Search DC 28; Disable Device DC 25.

D3. Abandoned Office

The door leading into this chamber is locked, requiring a DC 25 Open Lock check to pass.

This dark chamber is absolutely packed with boxes and bookcases overflowing with ledgers and papers in no apparent order.

These papers detail a business that once ran in this building over 10 years ago. Going through all of the papers crammed into this room takes 10 minutes per Search check. A successful DC 25 Search check uncovers a *ring of swimming* accidentally discarded by the doppelgangers when they moved all of the refuse to this chamber.

D4. Rickety Ladder

The door leading into this chamber from the ground floor is locked, requiring a DC 25 Open Lock check to open. The door above on the catwalk is unlocked. This small chamber contains a decrepit ladder leading up to a platform level with the catwalk in area **D2.** This chamber is littered with loose stones and dust.

Attempting to climb the ladder causes it to collapse, bringing down a portion of the catwalk above as well. This deals 2d6 points of damage from falling debris to all those adjacent to the ladder. A DC 15 Reflex save halves the damage.

D5. Storage Cell

The secret door from the catwalk leads to the top of a staircase that descends into an oblong chamber with only one exit. Along the north wall, a number of unlocked chests contain the belongings of the prisoners (Ilya and Gattel) in the cells of area **D6.** One chest contains Ilya's *periapt of health*, signet rings, and embroidered sky blue cloak (worth 200 gp). Another has Gattel's *bag of holding* (type I) containing 863 gp. The other chests here contain the PC's gear if they are captured and put in one of the holding cells (as noted in the sidebar "Delivered into Danger").

D6. Cells (EL 8)

> This tall chamber contains five cells, each with a wall of iron bars facing the corridor that runs between them. A number of the cells are occupied, one with a young elven woman, one with a pair of young men, and another with what appears to be a dead man.

These cells are used by the doppelgangers to keep prisoners they plan to impersonate, but do not yet wish to eliminate. Each cell consists of three reinforced masonry walls and one wall made of iron bars (treat as an iron portcullis). There is a simple straw mat, ceramic water bowl, and waste bucket in each cell. The entire room is lit by a pair of everburning torches suspended from the ceiling of the hallway. Each of the cells is locked with an average quality lock, requiring a DC 25 Open Lock check to open.

Cell A: This cell contains a young elven woman, **Ilya Starmane** (LG female elf aristocrat 4), who was abducted by the doppelgangers nearly a month ago (not that her family knows this). She is cold and untrusting of anyone that comes to speak with her, as the doppelgangers have been toying with her the whole time, delighting in her anguish. Her family is one of the lesser noble families in the Free City, one of the key trading partners between the city and the nearby elven kingdom of Celene. She has seen hundreds of different individuals come through this area in the past month, rarely the same person twice.

Cell B: This cell is empty.

Cell C: Although the resident of this cell appears to be dead, he is barely alive (stable at –7). The man, **Gattel Watam** (CN male human expert 5), was once a local tax collector before being captured by the doppelgangers 2 years ago. As one of the first subjects of the *mind clone* (see area **D17**), Gattel's mind has shattered, and if he's revived this becomes readily apparent. Gattel goes through periods of intense weeping, childish laughter, and haughty talk as if he were a high-born noble. He is only occasionally lucid enough to identify himself, an act usually followed by an attempt to end his life. The doppelgangers keep him alive because the *mind clone* procedure on him failed and they need to continue to impersonate him to collect funds.

Cell D: Aside from some blood-soaked straw, this cell is empty.

Cell E: This cell contains two ordinary human men, both a bit soiled and tired looking. If spoken to, they claim to be Martal and Regim, members of the town guard captured a week ago. They speak in vague terms of the horrible things that happen here, including probing into their minds, severing and then reattaching limbs, and worse.

Creatures: In reality, Martal and Regim are the doppelganger guards of this small prison. The door to their cell has a hidden latch allowing them to open it from the inside. Underneath their straw mattress they have stored a few pieces of gear. The duo begs to be released, but attacks the party once the door is opened. An opposed Sense Motive check versus the doppelgangers' Bluff checks avoids being surprised on the first round of combat.

MARTAL AND REGIM (2) **CR 6**
Doppelganger fighter 4
N Medium monstrous humanoid (shapechanger)
Monster Manual **67**
Init +7; **Senses** Spot +5, Listen +5
Languages Common, Dwarven

AC 22, touch 13, flat-footed 19; Dodge
hp 64 (8 HD)
Immune sleep and charm effects
Fort +10, **Ref** +8, **Will** +6

Spd 30 ft.
Melee *+1 longsword* +13/+8 (1d8+6/19–20) or slam +11 (1d6+3)
Base Atk +8; **Grp** +11
Atk Options Power Attack
Special Atk detect thoughts (DC 16)

Abilities Str 16, Dex 16, Con 16, Int 13, Wis 12, Cha 15
SQ change shape
Feats Dodge, Great Fortitude, Improved Initiative, Power Attack, Weapon Focus (longsword), Weapon Specialization (longsword)
Skills Bluff +13 (+17 when reading an opponent's mind), Diplomacy +4, Disguise +10 (+20 when using change shape, +24 when using change shape and reading an opponent's mind), Intimidate +8, Listen +5, Sense Motive +7, Spot +5
Possessions masterwork studded leather, heavy steel shield, *+1 longsword*

Developments: Once freed, Ilya and Gattel seek to leave this place as soon as possible. Ilya gifts her *periapt* to the party as reward for saving her, while

Delivered into Danger

If the party is arrested for the attack on Tarquin (or any other crime), they soon find themselves delivered to the doppelgangers late at night. A small squad of guards puts them into a wagon cell pulled by a pair of horses and drives them down to Sodden Hold, where they are transferred to the cells in area **D6**. The PCs are split up into two groups, half in cell **B** and the other half in cell **D**.

Every night, a pair of doppelgangers (see area **D6** for stats) comes to the prison to drag one of the captured characters into the hall and beat him into unconsciousness using nonlethal damage. Once unconscious, the PC is taken below and a *mind clone* is made. This proceeds until all of the PCs are cloned, at which time they are taken one at a time from their cells and killed.

Escaping from the cells is not easy, but it's far from impossible. The cells contain plenty of sticks and straws that could be used to pick the locks (at a –2 penalty on the roll). The party could attack the guards when they come to take one of the characters below. One of the previous occupants of cell **B** partially tunneled through the exterior wall of his cell, hidden behind the straw mattress. However, there is no tool to continue the work in the cell. Gattel has a bent spoon that would work, but convincing him to give it up requires a DC 20 Diplomacy or Intimidate check. Once acquired, tunneling through the outside wall requires another 16 hours of work.

The guards in cell **E** do not leave their cell unless the party manages to free themselves from their cells, at which point they attack.

If the entire party is captured in this way, the gang goes to the inn and collects any gear they left behind (in their guise), which is added to any gear that was confiscated when the PCs were arrested. All of this gear is stored in the unlocked chests in area **D5**.

Gattel does not claim any of his gear, not recognizing any of it.

D7. Collapsed Chamber (EL 9)

Much of the floor of this ruined chamber has given way, revealing a large stagnant pool of water below. Rusted spears and broken swords break the surface of this pool throughout the room. A framework of soggy timbers that might have once supported the floor still stands, stretching out across the void.

Navigating this chamber is quite dangerous. Moving at half speed across the wooden planks requires a DC 12 Balance skill check, as they are a bit slippery from mildew. Failing this check by 5 or more results in a fall down into the water below. The shaded planks all lead to a piling that is not structurally sound. If a Medium or larger character steps onto one of these planks, the piling collapses, dropping anyone on a shaded plank down into the water below. The doppelgangers have placed dozens of weapons in the water below, making it very dangerous to traverse or fall into (as noted under Tactics).

The far wall of this chamber used to contain doors for accepting river cargo, but these have been boarded over. The only exit out of this chamber is a door out of sight when the PCs first enter. This door is locked, requiring a DC 25 Open Lock check to open.

Creatures: This room is home to a pair of invisible stalkers. Allied with the doppelgangers, they allow anyone who says the word "deception" to pass without incident. Those not speaking the password before crossing out onto the planks are subject to attack.

Invisible Stalker (2): hp 52; *Monster Manual* 160.

Tactics: The invisible stalkers use the element of surprise to attack the PCs once they have begun to cross the planks. Any character that attempts to fly or bypass the planks becomes an immediate target for these silent killers. Those standing on a plank are considered flat-footed unless they possess 5 ranks in Balance, and must make a DC 12 Balance check to avoid falling if struck. The stalkers know this and try to knock as many PCs as possible into the dangerous waters below.

Those falling into the water are subject to 1d4 attacks from the weapons (+10 melee dealing 1d6+4 points of damage each). The water below is very calm, requiring a DC 10 Swim check to move at half speed, but this provokes more 1d2 more attacks from the weapons placed in the water per 10 feet traversed. It's a DC 10 Climb check to clamber up a piling back to the floor above.

Treasure: The doppelgangers often toss the bodies of those they have slain into this fetid pool, along with any gear they find to be of little value. A DC 15 Spot check notices these corpses underneath the water, between the spears. A DC 25 Search check reveals a golden glint among the bodies. This is a golden *wand of spiritual weapon* (26 charges) accidentally discarded by the gang in their haste and not yet recovered.

D8. Water-filled Pit

This large chamber is empty aside from two holes in the floor, one a jagged rip where the floor has fallen away, the other a perfectly square opening with a shaft leading down. The shaft is full of water after about thirty-five feet and a wooden barrel bobs on the surface. A crude rope ladder descends to the surface of the water

The doppelgangers use this room to gain access to their underground warrens. Traditionally, the members of the gang sit in the barrel, floating in the water as the level slowly drains down 40 feet to the floor below, just outside area **D9**. When they wish to go up, they simply reverse the process, sitting in the barrel as the water level is slowly raised. This process takes a full minute.

Unfortunately, for the party, the water is currently raised and the mechanism to raise and lower the water is in another room. Characters wearing metal armor can simply jump in and sink to the bottom of the shaft in 2 rounds. Others must actively swim to the bottom. As the water is calm, swimming down requires a DC 10 Swim check to move at half speed. At the bottom of the shaft, a 20-foot-long passageway leads west to area **D9**, which is also flooded. There is no light down this shaft, and the water is very salty.

The other hole in the floor of this chamber leads to a stagnant pool of river water trapped underneath this section of the building.

Warren Level

This deep underground sanctuary is where the gang of doppelgangers hatch their nefarious plots and rest from their trials. Unless otherwise noted, a pale blue everburning torch mounted on the wall lights each chamber. The walls of this level are hewn stone and all of the doors are iron (see pages 90–91 of the *DUNGEON MASTER's Guide* for their statistics).

These rooms are meticulously well kept. None of the dust and dirt of the warehouse above is present here. The walls in most of the chambers are carved with an intricate flowing scrollwork that never seems to repeat itself.

D9. Water Control Chamber (EL 8)

When the party first enters this chamber from area **D8**, they emerge 40 feet beneath the surface of the water. A 10-foot wide pillar of stone in the center of the room rises up to a point 10 feet above the top of the water. A short metal ladder reaches from the top of the pillar to the surface of the water.

On top of the pillar is a large metal lever. Tripping the lever opens wide drains on the floor, and both the water level and pillar sink at an equal rate (about 4 feet per round). After one minute, the pillar is only 10 feet tall and the room (including area **D8**) is devoid of water. Tripping the lever again reverses this process, raising the pillar and flooding the room.

A stone platform, 50 feet above the floor of the room (at the same level as the pillar when fully raised) leads to a locked door. Opening this door requires a DC 25 Open Lock check.

Creature: A giant octopus lives in this chamber. Zyrxog gave the creature to the doppelgangers as a gift when he had finished his experiments upon it. When the water is drained, it escapes the room through one of the drains at the bottom, only to return when the water level rises. If severely wounded, the octopus flees in a cloud of ink to the nearest drain.

Giant Octopus: hp 47; *Monster Manual* 276.

Developments: A secret door is hidden in one wall of this room. It can only be found with a DC 35 Search check, although it is open later, as noted under area **D19**. This passageway leads to the Free City sewers and Zyrxog's lair.

D10. Trapped Hallway (EL 8)

> Iron double doors cap this long hallway at both ends. The far wall has four doors spaced evenly along its length, with only a lone door on the other side.

All four doors on the southern wall are locked, requiring a DC 25 Open Lock check to open. This hallway is generally devoid of activity unless the party makes a great deal of noise, which summons the doppelgangers in area **D11** to investigate.

Trap: The east end of this hallway is actually a dead end, with a trap door covering the floor in a 10-foot by 10-foot area in front of the door. Those walking into the area risk falling into the pit below, which is deeper than it appears. An *illusory wall* spell (caster level 11th) is placed 30 feet below the trap door, creating a false floor. The actual floor is 60 feet beneath the floor of the hallway in the area of a magical *silence* (also at caster level 11th) To those outside the pit, the character falls through the floor and upon triggering the trap door again and investigating inside the pit there is no sign of the missing PC. The walls of the pit are extremely smooth and greased, making it impossible to climb.

Devious Spiked Pit Trap: CR 8; magical and mechanical; location trigger; no reset; DC 25 Reflex save avoids; 60 ft. deep (6d6 fall); pit spikes (Atk +10 melee, 1d4 spikes per target for 1d4+5 each); Search DC 29; Disable Device DC 25.

D11. Sleeping Quarters (EL 5)

These rooms are practically identical. Each contains two comfortable beds, a washbasin, two full-length mirrors, and a large wardrobe packed with different styles of clothing. All of the outfits in the *Player's Handbook* can be found in one of the rooms.

Creatures: Two doppelgangers are in each of these rooms at any given time, home from covert operations around the Free City. If not asleep, they are busy practicing one guise or another, trying on various outfits and altering their form.

Doppelgangers (2): hp 22; *Monster Manual* 67.

Tactics: If a general alarm is raised, the doppelgangers in these rooms (six doppelgangers in all) quickly mobilize to attack any intruders they see in area **D10** who move toward either area **D13** or **D14**. They attack in their natural forms, but if combat goes poorly the survivors try to escape into area **D16** to regroup.

Treasure: Various bits of jewelry (brooches, amulets, and rings) are scattered throughout the wardrobes of these rooms with a total value of 500 gp in all. Each room also contains a single noble's outfit and a single royal outfit, in addition to numerous other outfits totaling 250 gp in all.

D12. Lavatory

This simple bathroom is used by the gang and holds nothing of value.

D13. Planning Room

> Two tables, each surrounded by plain wooden chairs, sit in the middle of this chamber. Unorganized heaps of maps, notes, and books cover each table. A large map of the Free City hangs on the opposite wall.

Telakin and his band of doppelgangers use this room to chart their progress and plan their next moves as they slowly infiltrate the government and aristocracy of the Free City. Although the documents specifically avoid mentioning the actual names of any individuals replaced, they do detail numerous noble families and government institutions that have been corrupted by their influence. This includes merchant councils, the leatherworker's union, the carpenter's guild, the stonemasons, the courts, the militia, and the directing oligarchy.

Discovering the extent of this corruption takes 2 hours of rifling through the maps and papers and a successful DC 15 Search check.

The southeast corner of this room contains a well-concealed door behind a short bookcase. Finding the door requires a DC 30 Search check. The doppelgangers had this door and the door in the maze installed as a hidden escape route.

Treasure: If the PCs hand over the maps and papers detailing the doppelganger corruption to the authorities, they can expect not only the welcome thanks of many important individuals in the Free City, but a reward of 800 gp per PC.

D14. False Bedroom

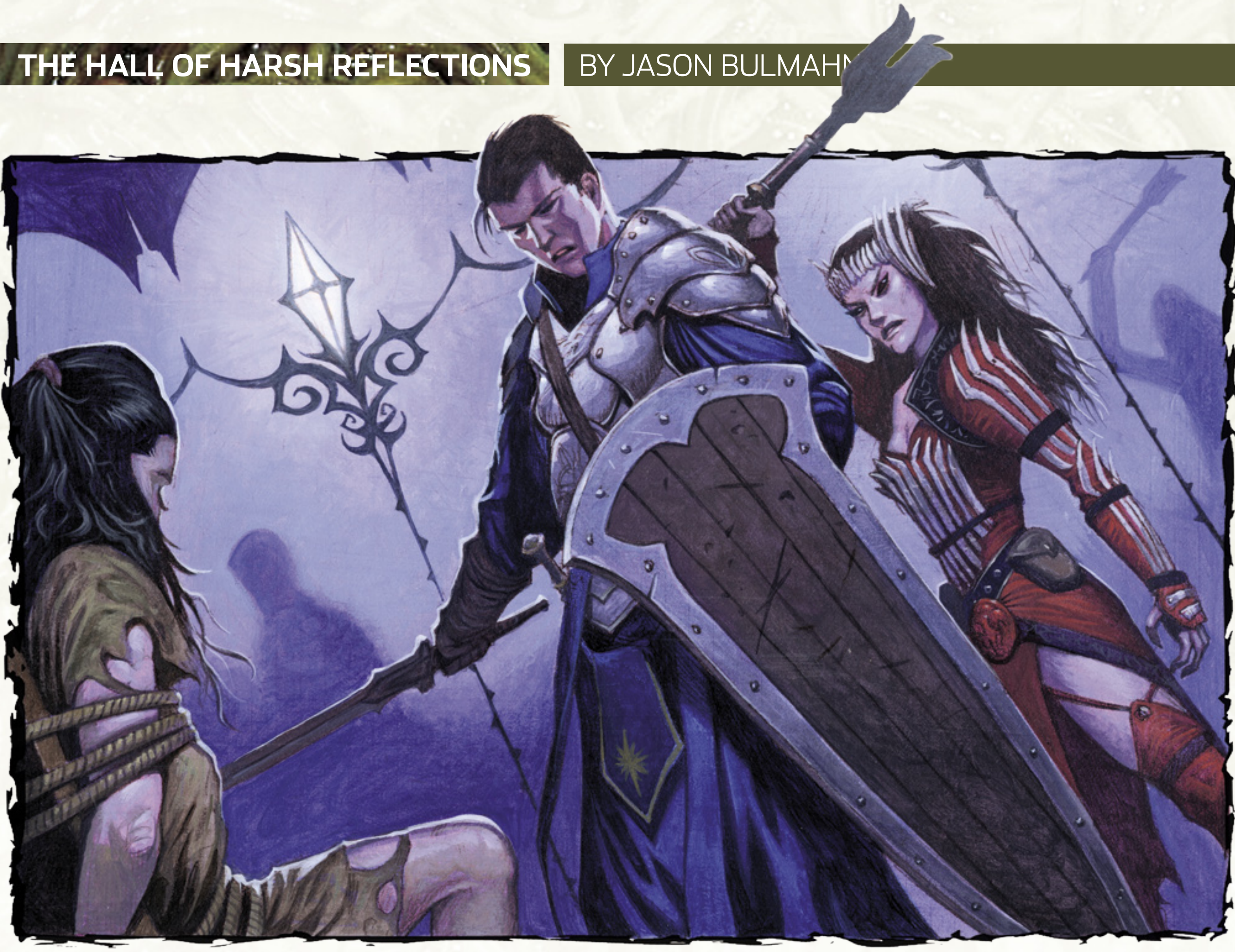
This bedroom looks just like all the others (area **D11**), but without any of the jewelry. Unlike the other rooms, the east wall of this chamber is an *illusory wall* (caster level 11th) hiding a small chamber beyond.

The small hidden chamber is dark save for a simple iron door that lets in a pale blue radiance from the room beyond. The door is not locked.

D15. Hall of Deception (EL 9)

> The walls of this tall octagonal chamber are mirrored with a dark black glass reflecting ghostly blue flames from a trio of torches suspended above. In the center of the room is each one of *you*, manacled and tied to a chair, struggling to escape.

As noted earlier, one of the characters has been replaced by a doppelganger. That character is actually tied to one of these chairs. The others here are actually doppelgangers, assuming the guise of the rest of the PCs (one for each). The figures are dressed in tattered clothes, and each is gagged with a dirty rag. The real PC tied up here does not know that any of the others are doppelgangers, and has little memory of anything other than having been locked in this room for days. Once every several hours, a doppelganger comes into the room to give the victims food and water



and to remove buckets of waste, but otherwise the captive PC has no real concept of how long he or she's been kept here.

The southern secret door requires a DC 25 Search check to locate. If the lights in the chamber are extinguished, a thin pale light can be seen coming from the passageway beyond, requiring only a DC 10 Search check to locate the secret door.

Creatures: The doppelgangers here are not securely bound; their manacles are rigged so that a DC 10 Escape Artist check allows them to wriggle free. The real character is securely bound with masterwork manacles, requiring a DC 35 Escape Artist check to slip the bonds or a DC 28 Strength check to break free.

Once the PCs enter, the doppelgangers attempt to escape their bonds one at a time (as should the real character), moving to embrace the characters as their saviors and crying out that their corresponding character in the party is false. This continues until all the doppelgangers are free and arguing with the group over who is real and who is an impostor. Once they are within melee range, they attack those that they copy, hoping to surprise the characters. This undoubtedly requires a number of Bluff, Disguise, Sense Motive, and Spot checks to resolve. Obviously, the doppelgangers all move to attack the PCs if they are attacked or if the deception is foiled.

This is also the point when the doppelganger hiding within the group reveals his betrayal, attacking the most vulnerable or wounded PC using all of the powers at his disposal. Once the deception is revealed and Ixiaxian attacks the other PCs, the PC who was playing the doppelganger immediately resumes play as their actual PC, who is manacled and tied to the chair.

Ixiaxian: hp 35; see page 41.

Doppelgangers (variable): hp 22; *Monster Manual* 67. Instead of Dodge, each of these doppelgangers has the Haunting Similarity feat (see sidebar).

Note: If none of the party members are replaced by a doppelganger, this encounter should be swapped with a den of aranea. Instead of mirrored walls, this chamber is filled with thick silvery spider webs.

Aranea (4): hp 22; *Monster Manual* 15.

Treasure: In addition to all of the duplicated PC's gear, Ixiaxian carries a *mind clone* created from that character's memories. This *mind clone* is a sapphire worth 2,000 gp.

D16. Mirror Maze (EL 9)

Beyond the door is a dizzying array of light and reflections. Polished metal mirrors stretch from floor to ceiling, forming a maze of endless corridors and reflected images.

Although there are many routes through this maze, pressure plates throughout raise additional mirrored walls that can separate and bewilder the party. Both of the squares on either side of the dashed lines on the map contain pressure plates. Only when both of these plates have been triggered does the wall between them raise into place with blinding speed. Those adjacent to a raising wall can attempt to dive to the other side with a DC 25 Reflex save. Walls can be lowered by triggering a hidden switch

New Feats

Haunting Similarity [General]

Your ability to assume another's form is so precise that it disturbs those you imitate.

Prerequisite: The ability to assume another's appearance through *alter self*, *polymorph*, or a similar ability.

Benefit: You get a +2 bonus on Disguise checks to impersonate an individual creature (as opposed to a "generic" creature). In addition, if the creature you impersonate damages you, that creature is shaken for 1 round. Creatures immune to fear are also immune to this effect.

Improved Toughness [General]

You are significantly tougher than normal.

Prerequisite: Base Fortitude save bonus +2.

Benefit: You gain a number of hit points equal to your current Hit Dice. Each time you gain a HD (such as by gaining a level), you gain 1 additional hit point. If you lose a HD (such as by losing a level), you lose 1 hit point permanently.

Special: A fighter may select Improved Toughness as one of his fighter bonus feats.

This feat originally appeared in *Complete Warrior*.

built into the floor (DC 30 Search check to locate) or with a successful DC 25 Disable Device check.

Creatures: This insidious maze is home to Telakin's personal guards. Three doppelganger guards lurk here, tasked with preventing anyone from penetrating the maze. They patrol the maze looking for intruders until the party enters the maze, at which time two of them use their *potions of invisibility* to sneak up to the party and attack. The other goes to warn Telakin (area **D17**) before joining the others in assaulting the party.

Doppelganger Guards (3): 64 hp; see page 45.

Tactics: The guards sneak around the maze, waiting for the right moment to strike, usually when walls separate the group. Once their *invisibility* ends, they use their ability to change shape, taking on the appearance of party members to close in and sow confusion. The doppelgangers know the locations of all the sliding walls and use them to withdraw from combat or further separate the group. The DM should have the PCs make Spot checks to see through approaching doppelganger disguises even if it's actually fellow party members approaching.

D17. Telakin's Hall (EL 10)

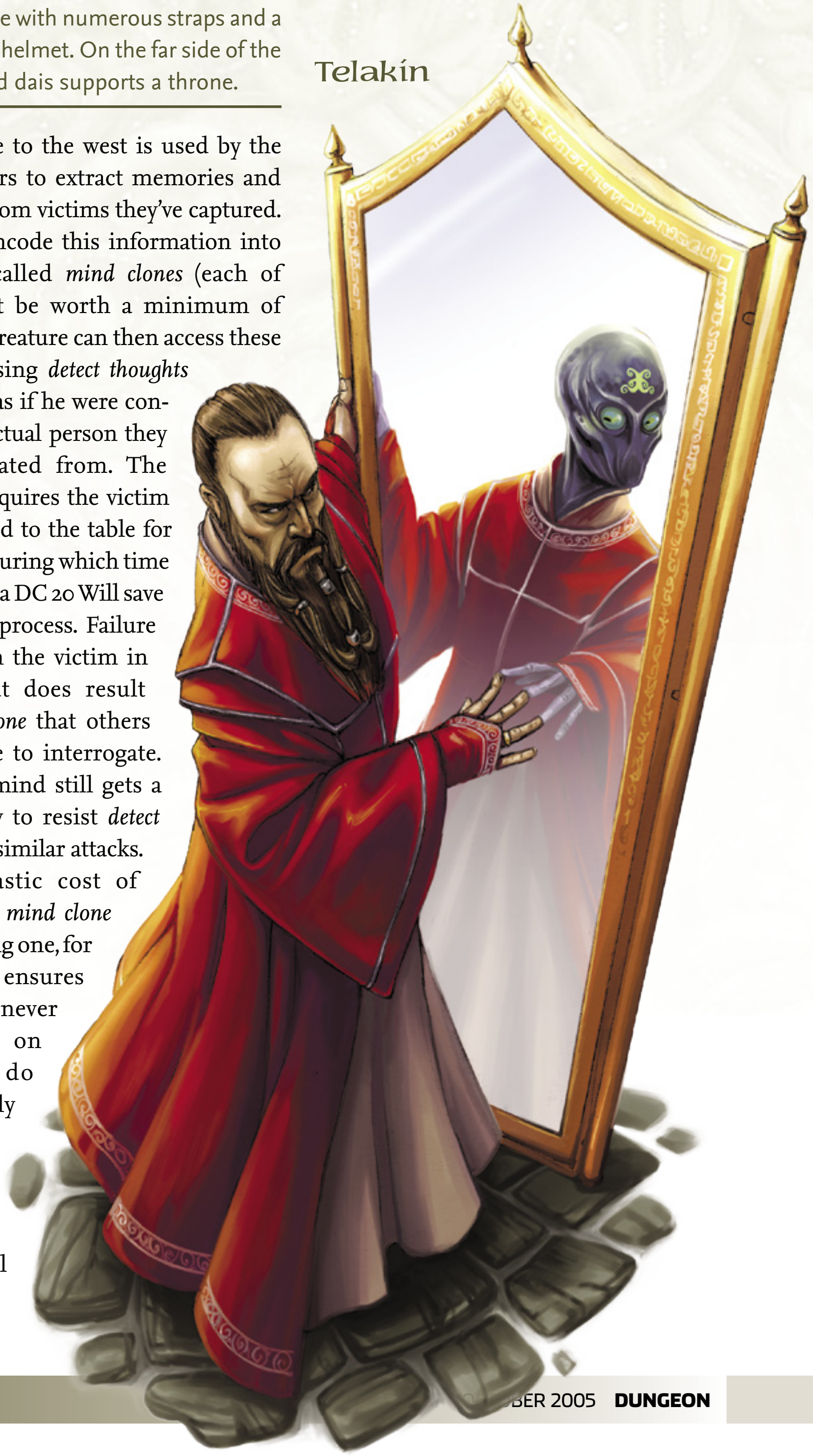
> The door opens on a large chamber with a vaulted ceiling high above. Along one wall, a macabre assembly of vats and tubes connects to a table with numerous straps and a strange silver helmet. On the far side of the room, a raised dais supports a throne.

The device to the west is used by the doppelgangers to extract memories and knowledge from victims they've captured. They then encode this information into gemstones called *mind clones* (each of which musst be worth a minimum of 2,000 gp). A creature can then access these memories using *detect thoughts* or telepathy as if he were contacting the actual person they were duplicated from. The procedure requires the victim to be strapped to the table for 10 minutes, during which time he may make a DC 20 Will save to resist the process. Failure doesn't harm the victim in any way, but does result in a *mind clone* that others can then use to interrogate. A recorded mind still gets a saving throw to resist *detect thoughts* and similar attacks.

The fantastic cost of producing a *mind clone* (or purchasing one, for that matter) ensures that Telakin never has enough on hand to do what he really wants, and this leaves the doppelganger in a perpetual bad mood.

Creature: As the PCs arrive, the doppelganger leader Telakin is ready for them. He's assumed the form of Allustan, the sage of Diamond Lake. When the PCs enter this chamber, he rises from his throne and addresses them. "So kind of you to join me. It is time for me to show you the truth of things. Come and learn what lies beyond!" If the party does not know Allustan, Telakin instead takes the form of someone important to them (such as Eligos). Telakin's chamber is also protected by several traps.

Telakin



Telakin is the thrall of Zyrxog, a powerful mind flayer. He wears the illithid's symbol on his brow in most of his assumed forms, save for when he wishes to blend into a crowd. The master tasked Telakin with destroying the party using every means at his disposal. Since the party has made it this far, the task now rests with the greater doppelganger.

Telakin, greater doppelganger: hp 58; see Appendix.

Tactics: If warned of the party's approach, Telakin switches into his wizard form and casts a number of protective spells, including *false life* and *resist energy* (choosing an enegry type frequently used by the party assuming the doppelganger has advanced information on them). The gang leader casts extended *mage armor* every morning after preparing his spells. After preparing himself, Telakin uses *clairvoyance* to watch the approach of the party and to gauge their abilities.

Telakin remains up near his throne unless sorely pressed, hoping to draw the party into his traps while devastating them with his spells (while in wizard form). Once engaged in melee, Telakin assumes his orc barbarian form and rages, only switching again if sorely hurt.

Telakin has a number of magic items on his person including a *+1 frost greataxe*, a *ring of protection +2*, a scroll of *fireball* (CL 8th, DC 14), and a *wand of cure moderate wounds* (26 charges).

Wizard Form: Once a member of Telakin's gang, **Valdagan** (NE male human wizard 8) attempted to betray the doppelganger to the town watch. Telakin consumed Valdagan's mind and often assumes the old hawkish wizard's form when angered. In addition to the Extend Spell and Scribe Scroll feats, Telakin has the following spells when in Valdagan's form (CL 8th, +12 ranged touch).

4th—*confusion* (DC 17), *wall of fire*
3rd—*clairvoyance, dispel magic, fireball* (DC 16), *slow* (DC 16)
2nd—*false life*, extended *mage armor, resist energy, scorching ray*
1st—*charm person* (DC 14), *grease* (DC 14), *magic missile* (2), *ray of enfeeblement*
0—*daze* (DC 13), *detect magic, mage hand, read magic*

Barbarian Form: **Bragat** (CE male orc barbarian 8), a brutal mercenary, was sought out by Telakin solely for the purpose of consuming his identity. When in Bragat's form, Telakin gains the fast movement (+10 ft.), illiteracy, improved uncanny dodge, trap sense +3, and DR 1/—. He also gains the ability to rage 3 times per day, gaining +4 Str, +4 Con, and +2 Will saves while taking a –2 penalty to AC. This rage lasts 7 rounds or until Telakin changes form. He uses a *+1 frost greataxe* in this form.

Traps: This chamber contains a total of four traps, two identical pit traps and two pressure plates that set off a poisoned spear trap. The pit traps occupy 10-foot by 10-foot squares on both sides of the room in front of the stairs leading up to the throne. The pressure plates take up the 5-foot by 5-foot area at the top of the stairs near the throne, triggering a poison spear from the ceiling above.

Wide Spiked Pit Trap: CR 4; mechanical; location trigger; no reset; DC 20 Reflex save avoids; 40 ft. deep (4d6 fall); pit spikes (Atk +10 melee, 1d4 spikes per target for 1d4+5 each); Search DC 20; Disable Device DC 20.

Poisoned Ceiling Spear Trap: CR 6; mechanical; location trigger; no reset; Atk +20 melee (1d8+8 plus poison, spear); poison (Large monstrous scorpion venom, DC 14 Fortitude save resists, 1d4 Con/1d4 Con); Search DC 20; Disable Device DC 20.

Treasure: Two *mind clones* sit in locked (DC 30 Open Lock) containers near the device to the west. One is the mind of a foppish nobleman, Syra Viniira, who is an expert on wine and etiquette. Another is a captain of the militia, Durgan Shatterhelm, expert of the watch routines and patterns. Each is contained in a gem worth 2,000 gp. All the other samples are in use about the city. The subjects of these particular *mind clones* are both dead, their bodies rotting in the pool above.

Development: Once Telakin is defeated, the PCs are free to look about the chamber. Telakin has little on his person aside from his magic items and a key ring with keys to every room in Sodden Hold. A DC 20 Search check of the stone throne reveals a hidden button that opens the door to Telakin's private sanctum behind the throne.

D18. Telakin's Sanctum

Behind the throne is a small chamber filled with ostentatious accoutrements. There is a bed, wardrobe, desk, and a small table in this room. The walls are covered in rich red velvet curtains and a strange rug of shifting, writhing geometric patterns on the floor. A large, full-body mirror stands in one corner of the room.

Treasure: The rug is a minor magic item that is worth 500 gp but does nothing more than change patterns.

The chest is locked, requiring a DC 30 Open Lock check to open (although Telakin's key ring has the key). Inside the chest is a host of forged and original documents detailing Free City treaties, merchant dealings, and religious papers. Although not pertinent to the party, they clearly illustrate the level of infiltration the gang possessed. In addition to these there is a sack containing 1,500 gp, a scroll of *dominate person*, and a missive written with a strange alien hand. The message reads: "I have a task for you, thrall. Meet me at the sewer junction beneath the cold forge and I will give you the details. There are some troublesome small minds that must be removed." The document is signed with some sort of symbol made to look like a spiraling tentacle (identical to that on Telakin's forehead).

Aside from the contents of the chest, the wardrobe contains every outfit in the *Player's Handbook* as well as 500 gp in jewelry. The large mirror is magic—once per day, for a period of 10 minutes, it can be commanded to show the true form of a creature that is physically disguising its shape (it has no power to penetrate illusions). Telakin prefers to look upon his true form, as he feels that all other forms are inferior to the perfection of his actual shape. This mirror is large and cumbersome (it weighs 250 pounds), but it's worth 10,000 gp.

D19. Zyrxog's Entrance (EL 7)

Zyrxog, Telakin's mind flayer master has been watching events unfold through the use of his scrying pool. When he sees Telakin defeated, the mind flayer comes to investigate with a few of his drow thralls.

When the PCs return to area **D9,** the secret door is open and Zyrxog and his minions are here waiting for the party to return.

Creatures: Although Zyrxog is present here, he does not wish to personally combat the party at this time aside from launching a *mind blast* to open up combat (unless the drow are in the way). He hopes that his drow minions are sufficient to deal with the PCs and flees at the first sign of danger to himself, using *plane shift* to go ethereal and return to his sanctuary.

The drow are thralls to Zyrxog and remain to fight to the death no matter the odds.

DROW THRALL (2) CR 5

Male drow fighter 4

CE Medium humanoid (elf)

Init +3; **Senses** darkvision 120 ft.; Spot +4, Listen +5

Languages Common, Drow, Elven, Undercommon

AC 19, touch 13, flat-footed 16

hp 30 (4 HD)

Immune sleep

SR 15

Fort +5, **Ref** +4, **Will** +1 (+3 vs spells)

Weakness light blindness

Spd 30 ft.

Melee mwk rapier +8 melee (1d6+4/18–20)

Ranged mwk hand crossbow +8 ranged (1d4/19–20)

Base Atk +4; **Grp** +6

Atk Options Combat Expertise, Improved Disarm

Combat Gear *potion of cure moderate wounds*, alchemist's fire (2), tanglefoot bag

Spell-Like Abilities (CL 4th):

1/day—*dancing lights, darkness, faerie fire*

Abilities Str 14, Dex 17, Con 12, Int 14, Wis 10, Cha 11

Feats Blind-Fight, Combat Expertise[B], Improved Disarm[B], Weapon Focus (rapier), Weapon Specialization (rapier)[B]

Skills Climb +8, Hide +2, Listen +4, Move Silently +2, Spot +5

Possessions combat gear, chain shirt, heavy steel shield, masterwork rapier, masterwork hand crossbow with 20 bolts

Zyrxog, mind flayer mastermind: hp 98, see page 57.

Tactics: After Zyrxog uses his *mind blast*, the drow move in to attack, cloaking the area in *darkness* and relying on Blind-Fight to offset the concealment penalties. Although they fight to the death, they do not carelessly throw their lives away. They use their powers and their alchemical items to best effect. The drow wear boots caked with yellow phosphorescent fungus.

Zyrxog remains in the darkness throughout the fight, but anyone with darkvision can make out the mind flayer and can see that he wears the same symbol found on the papers in Telakin's room and on Telakin's forehead.

Developments: Zyrxog does not pursue the party, allowing them a chance to rest and recuperate from their trials. Once combat is over, the party is free to explore the tunnel leading out of this area. After only 50 feet it joins the Free City sewer system, and tracking the group becomes difficult. The only clue the PCs have to the mind flayer's location is the note from Telakin's room and the residue on the drow's boots. This fungus can be identified with a DC 15 Knowledge (nature) check as a relatively rare harmless fungus called Beggar's Gold that grows in underground urban environments. It is not present in any of the nearby tunnels or sewers.

PART FOUR: ZYRXOG'S DOMAIN

Although the party has defeated Telakin and his doppelganger clan, they have only just begun to discover the conspiracy arrayed against them. Tracking down the mind flayer requires investigation below the streets of the Free City in the sewers beneath a business called Cold Forge, an armor and weapon smith located in the Artisan's Quarter.

Sewer access can be gained via any one of a number of local grates. As most of these are in the middle of city streets, this is difficult to do during the day without being accosted by the city watch, who are suspicious of anyone venturing into the depths and seek to prevent such exploration whenever possible.

Once in the sewers, finding the entrance to Zyrxog's domain is no easy task. The primary sewer tunnels are 10 feet wide and are half full of brackish water, up to 3 feet deep in some places. The tunnels are a maze of small chambers, large cisterns, and small pipes with no currently accurate maps. Finding the entrance to Zyrxog's domain by tracking the drow requires 1d6+3 DC 25 Survival checks by a character with the Track feat. Each check takes 1d3 hours of exploration. A DC 20 Knowledge (nature) check is enough to reveal that Beggar's Gold often grows in sewers where runoff from smithies or forges can be found. With this information, the Survival check to Track them drops to DC 15.

A DC 20 Gather Information or Knowledge (local) check is enough to locate the smithy called Cold Forge. The owner of this smithy, a foul-mouthed man named Crusty Patten, is unaware of the danger that lurks under his establishment.

If the party is searching for phosphorescent mold, finding Zyrxog's domain only requires a DC 10 Survival check without the need of the Track feat.

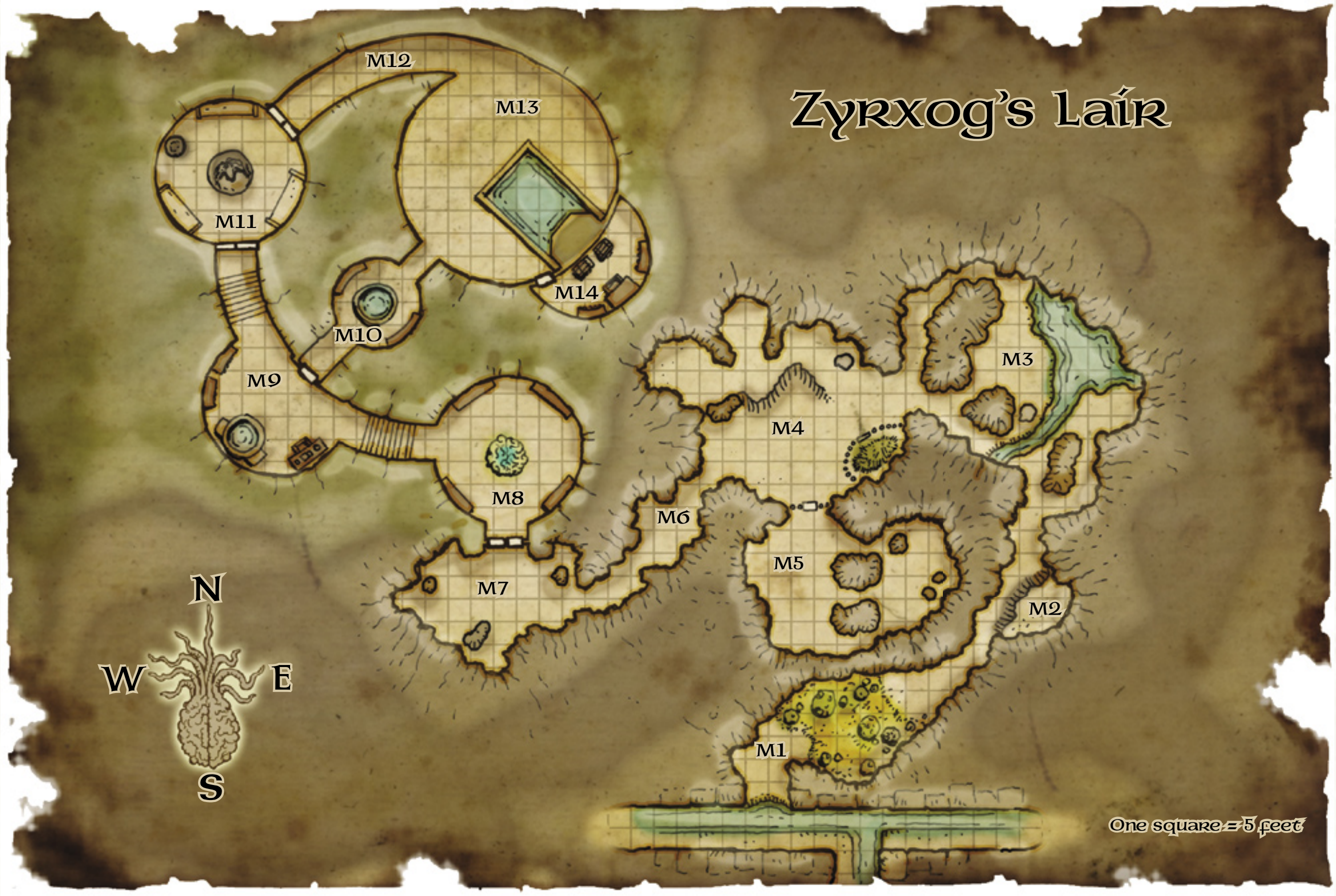
Every hour spent searching comes with an 8% chance of an encounter. If a battle breaks out, feel free to use a portion of the Map of Mystery on the last page of this issue to run the combat. Roll on the following table to determine what is encountered.

Free City Sewer Encounters

d%	Encounter
01–30	Male human body rotting in the water with a large hole in its skull
31–40	Zyrxog's symbol on the sewer wall (+5 on the next Survival check)
41–55	1 gelatinous cube (EL 3)
56–70	1d6 darkmantles (EL 5)
71–75	1d4 gricks (EL 5)
76–80	1d4 carrion crawlers (EL 6)
81–95	1d3 centipede swarms (EL 6)
96–100	1 black pudding (EL 7)

Drow Caves

A large patch of Beggar's Gold marks the entrance to Zyrxog's domain, just off an ancient and particularly deep (60 feet underground) sewer tunnel. The path to the mind flayer's personal domain crosses through an area of natural caves occupied by his drow thralls, who are generally not allowed in the main complex. The ceiling of these chambers and connecting corridors is 20 feet high unless noted otherwise.



None of these caves are lit unless noted. The walls are unworked stone and the floors are uneven in most places, making the ground difficult terrain.

M1. Fungus Cavern (EL 6)

Patches of phosphorescent fungus light this large underground chamber, which is littered with huge swaths of bright yellow fungus and toadstools of various sizes, some gigantic.

The center of this room is covered in yellow mold (*Dungeon Master's Guide* 76) cultivated by Zyrxog to keep the drow from leaving their caves and prevent intruders from wandering in. The yellow mold is very similar in texture to Beggar's Gold, and it takes a DC 20 Knowledge (nature) check to identify it properly as a result. Zyrxog uses *levitate* to move over the mold by clambering along the wall near the ceiling 20 feet above.

Creatures: In addition to the yellow mold, this room is also home to a number of shriekers that warn the drow of anyone approaching the area. The shriekers emit a piercing wail if any light or creature comes to within 10 feet. This shrieking persists for 1d4 rounds and is audible throughout the cavern complex.

Shriekers (4): hp 11; *Monster Manual* 112.

M2. Drow Sentries (EL 7)

This section of cavern corridor is relatively unremarkable. It slopes down toward area **M3**, where running water can be heard and reflected light glimmers in the distance.

Creatures: Hiding above the passageway is a trio of drow thralls tasked with guarding the corridor. A ledge 10 feet above the passageway leads to a small alcove where the drow wait in absolute silence. If warned by the shriekers, these three set up an ambush, coating the floor below in flammable oil and preparing to throw alchemist's fire down at the party to ignite it. Once ignited, the oil burns for 2 rounds, dealing 1d4 points of fire damage to anyone in the affected area. Spotting the oil before walking into the trap requires a DC 15 Spot check. The cave wall leading up to them is relatively smooth, requiring a DC 20 Climb check.

If not warned of the party's presence, the drow are reclining out of sight, relying upon their keen ears to hear intruders approach.

Drow Thralls (3): hp 30; see page 51.

M3. Spirit Pool (EL 9)

The gently sloping passageway ends in a large chamber dominated on the far side by a pool of water formed by a leaking cistern above before flowing out of the room in a thin stream. Something in the pool glows pale green, bathing the room in shifting curtains of light.

The drow avoid lingering in this chamber, fearful of the creature that lurks near the pool. When traveling through this room, they stay along the west wall, gathering what water they need from the stream before it disappears through a crack in the wall.

Creature: This chamber is home to Fassash, a spirit naga with little respect for the drow that live nearby. Fassash is on friendly terms with Zyrxog, but not under the mind flayer's control. When the party enters this chamber, the spirit naga is relaxing, coiled around one of the stalagmites near the pool.

Fassash, spirit naga: hp 76; *Monster Manual* 192.

Tactics: Fassash is not spoiling for a fight unless the party takes hostile actions. When the party approaches, the naga uncoils to look at them, subjecting those that have come too close to its gaze. The naga then demands an apology from the party for disturbing its slumber. Arrogant and cruel, the spirit naga assumes that he is greater than any humanoid and demands deference. Should the party show the proper respect to the mighty serpent and offer it at least 1,000 gp worth of treasure, Fassash lets the PCs by without incident. If sufficiently pampered with a DC 30 Diplomacy check, he might even reveal a few cryptic clues about what lies beyond.

If combat does break out, Fassash uses *invisibility* to flee the area and prepare himself with *divine favor*, *shield of faith*, and *displacement* before returning to deal with the party, tracking them down if necessary. He prefers to use *fireball* followed by *summon swarm* before engaging in melee.

Treasure: The naga's pool glows due to a phosphorescent fungus that grows at its bottom, but this is also where his treasure is kept. Scattered around the bottom of the pool are 8 pp, an emerald worth 200 gp, and a small crystal jug that is actually an *eversmoking bottle*.

M4. Drow Enclave (EL 11)

> The cavern opens up to a vast chamber, over forty feet in height with a shelf twenty feet above the floor off to one side. A short cage containing pent-up livestock has been constructed on the opposite side of the cave. A parred off passageway is set into the south wall. Faint patches of glowing moss light this chamber.

This chamber is used by the drow as a residence and training ground. The chambers up above are used for sleeping, while the majority of the guards spend their time on the floor below, training, relaxing, or preparing food.

The pen off to the side contains a half-starved cow and a number of pigs, brought down here to feed the drow. They gather the rest of their sustenance from the various types of fungus and moss that grow throughout the caves. The gated corridor to the south leads to the chattel pen, used to keep Zyrxog's food and a few undead minions.

Combat: A total of six drow rest in this room at any given time: two up in the sleeping area, and four on the floor. Myrianaas, cleric of Lolth, leads this group. All are completely loyal to their mind flayer overlord and fight to the death to prevent intruders from gaining access to his sanctum.

MYRIANAAS **CR 9**

Female drow cleric 8 (Lolth)

CE Medium humanoid

Init +2; **Senses** darkvision 120 ft.; Spot +5, Listen +5

Languages Common, Drow, Undercommon

AC 20, touch 12, flat-footed 18

hp 56 (8 HD); light fortification

Immune sleep

SR 19

Fort +7, **Ref** +6, **Will** +9 (+11 vs spells)

Weakness light blindness

Spd 20 ft.

Melee *+1 spell storing morningstar* +9/+4 melee (1d8+3)

Ranged mwk hand crossbow +9 ranged (1d4/19–20)

Base Atk +6; **Grp** +8

Atk Options smite (1/day, +4 to attack roll, +8 damage), Power Attack

Special Atk rebuke undead 3/day (+2, 2d6+8, 8th), spontaneous casting (inflict spells)

Spells Prepared (CL 8th):

4th—*cure critical wounds, confusion*^{D} (DC 17), *divine power*

3rd—*contagion*^{D} (DC 16), *deeper darkness, dispel magic, magic vestment, prayer*

2nd—*bear's endurance, cure moderate wounds, invisibility*^{D}, *sound burst* (DC 15), *spiritual weapon*

1st—*cure light wounds, divine favor, doom* (DC 14), *inflict light wounds*^{D} (DC 14), *sanctuary* (DC 14), *shield of faith*

0—*cure minor wounds* (2), *detect magic, detect poison, read magic, resistance*

D: Domain spell. Domains: Destruction, Trickery

Spell-Like Abilities (CL 8th):

1/day—dancing lights, darkness, faerie fire

Abilities Str 14, Dex 14, Con 12, Int 12, Wis 16, Cha 11

Feats Improved Toughness, Lightning Reflexes, Power Attack

Skills Concentration +12, Hide +8, Knowledge (religion) +12

Possessions *+1 light fortification breastplate*, heavy steel shield, *+1 spell storing morningstar* (*hold person* [DC 15]), masterwork hand crossbow with 20 bolts, key to area **M5**

Drow Thralls (5): hp 30; see page 51.

Tactics: If warned of the party's approach, the drow are all awake and ready for a fight. Myrianaas prepares by casting *magic vestment* on her shield (increasing her Armor Class by 2) and arranging her forces. She places three of the drow on the floor between her and the entrance, while the other two are up near the sleeping area prepared to fire their crossbows and join the combat from the flank when the time is right. Myrianaas only casts her short-duration spells when the PCs draw close (possibly while they deal with the spirit naga). These spells include *bear's endurance*, *divine favor*, *prayer*, and *shield of faith*. She saves *divine power* until the PCs approach her in melee combat.

Myrianaas flees to area **M7** if sorely pressed, making her last stand there while assuring that Zyrxog is warned of the party's approach.

Treasure: Aside from their gear, the drow have little else of value. Myrianaas maintains a small shrine to Lolth up in the sleeping caves, which includes a small jade statue of the spider goddess worth 300 gp.

M5. Chattel Pen (EL 3)

A wall of iron bars running from floor to ceiling blocks the entrance to this chamber. An iron door is set into this wall of bars, but it is locked and only Myrianaas has the key. A DC 25 Open Lock check opens the door if the key is missing.

> Just inside the iron door stand four rotting corpses with large gaping holes in their heads. Beyond them is a chamber full of debris, scraps of cloth, mounds of straw,

and pools of filth. Dark corridors stretch out from one side of the chamber.

Zyrxog uses this chamber to store those destined to become his next meals. The dark corridors lead to a small area where a few prisoners currently await their fate. The current crop includes a pair of merchants captured on their way into the Free City, an elven craftsman, and two young women caught heading home after a long day's work at a nearby tavern. These five do not dare attempt an escape, in part because of the zombies guarding the door and because of the deadly drow that lie beyond.

If freed of their bondage, these five are immensely grateful and quickly flee the area, assuming the party helps them get by the yellow mold. This group can describe the mind flayer that comes to collect them every few days. Aside from that, they know very little about this complex. Those that go deeper in do not come back out.

Creatures: The four rotting corpses standing just inside the door are ordinary zombies. They have been ordered to prevent anyone from escaping, but have no orders about anyone entering the chamber. If the party attempts to leave this room or attacks the zombies, they attack, fighting until slain.

Human Zombie (4): hp 16; *Monster Manual* 266.

M6. Warding Glyph (EL 5)

The cavern corridor widens into a small chamber before continuing onward. The floor has been smoothed here, and in the center is a large faintly glowing purple symbol.

The symbol on the floor is a *permanent illusion*, placed here to mark the boundary of Zyrxog's domain.

Trap: The real danger in this chamber is a powerful *glyph of warding* scribed on the room's ceiling set to go off when any nonevil creature passes under it. A *detect magic* spots this hidden *glyph*, as does a DC 28 Search check.

***Glyph of Warding* (Blast)**: CR 5; spell; spell trigger; no reset; spell effect (*glyph of warding* [blast], 12th-level caster, 6d8 acid, DC 14 Reflex save half); multiple targets (all targets within 5 ft.); Search DC 28; Disable Device DC 28.

M7. Tentacle Guardians (EL 9)

Set into the cavern wall of this foreboding chamber are a pair of tall white marble double doors, streaked with veins of a faintly glowing purple mineral. Flanking the doors are a pair of tall ivory columns, each bearing a tentacular symbol burned into their surface.

The symbol on the columns is Zyrxog's personal seal, seen on Telakin's forehead and on the floor of the previous chamber.

The doors are not locked, but they are barred from the inside and must be battered open. The doors have hardness 8 and 120 hp, but they can be burst open with a DC 25 Strength check.

Creatures: Zyrxog stations a group of creatures he's created here—terrestrial mollusks called octopins. The octopins stay out of sight, hidden behind columns, stalagmites, and stalactites up near the ceiling. They use their penetrating gaze to keep an eye on the doors without revealing their presence. When the party approaches the door, they move out of hiding, hoping to surprise the PCs from every direction.

Octopins (3): hp 52; see Appendix.

Zyrzog's Sanctum

These last chambers make up the mind flayer's private hold, visited only by his most trusted allies. All of the walls are carefully carved marble with a repeating tentacle pattern. Unless otherwise noted, each of these chambers has a 40-foot-high ceiling, while the corridor ceilings are only 20 feet high. The doors are stone and, aside from the entry doors, unlocked.

M8. Stone Brain (EL 7)

In the center of this tall domed chamber is a large brain, carved from a single block of purple-veined white marble. Its veins seem to pulsate with every breath you take, as if aware of your presence. Four stone benches are arrayed around the room, each with a pair of iron manacles bolted to the top.

Zyrxog created this chamber to break the will of particularly stubborn thralls who required too much of his attention to properly "convert" to his way of thinking. The brain in the center of the room is a sentient magic item, whose personality is a clone of Zyrxog's. Able to communicate telepathically with anyone in the room (and Zyrxog, if he is within a 1-mile radius), the brain's primary function is to break the minds of those chained to the benches. It can perform the same onslaught on anyone within 15 feet. None of the manacles are currently occupied, but some show signs of recent use.

Trap: Once per round, the stone brain performs a mental assault against one target in the chamber. It moves from target to target, attempting to force compliance. On a failed Will save, the target is affected by a *dominate person*, becoming loyal to Zyrxog and hostile to the rest of the party. If the target makes its save, it instead takes 1 point of Wisdom damage.

The brain has hardness 8 and ceases functioning after taking 50 points of damage. If destroyed in this way, all creatures under its influence are freed (although any Wisdom damage remains).

***Dominate Person* Trap**: CR 7; spell; proximity trigger; automatic reset; spell effect (*dominate person*, 9th-level caster, DC 17 Will save negates but deals 1 Wis damage); Search DC 30; Disable Device DC 30.

M9. Laboratory (EL 10)

At the end of a long staircase, an odd chamber reveals itself. A number of tall bookcases, a desk, and a large tank full of green liquid takes up half the room. A stone door stands closed on the opposite wall.

This chamber is Zyrxog's laboratory, where he created the octopins and perfected a number of his other insidious experiments. The bookshelves are full of books on anatomy and arcane fusion techniques. The desk contains numerous logs pertaining to the creation of the octopins, along with notes on a new experiment that has yet to begin. In this new experiment, Zyrxog hopes to create a parasite that hides inside its host and makes it very susceptible to suggestion, something he tentatively calls a "mind worm." The door in this chamber leads to Zyrxog's scrying pool and is not locked.

Creature: The tank in this chamber contains a large and rather nasty octopin that Zyrxog has been specially growing. Although not quite mature, it is still mobile and comes crawling out of the open-top tank when disturbed. When the party enters the room, it is hiding out of sight in the murk.

ADVANCED OCTOPIN **CR 10**

LE Large aberration

Init +5; **Senses** darkvision 60 ft.; Spot +17, Listen +2

AC 19, touch 10, flat-footed 18

hp 136 (16 HD)

Immune electricity

Fort +9, **Ref** +6, **Will** +10

Spd 30 ft.; climb 30 ft.

Melee 2 tentacle claws +19 melee (2d6+8)

Space 10 ft.; **Reach** 10 ft. (15 ft. tentacle claw)

Base Atk +12; Grp +24

Atk Options Cleave, Power Attack, rend (4d6+12), slowing gaze (DC 22)

Abilities Str 27, Dex 12, Con 19, Int 8, Wis 11, Cha 15

SQ penetrating gaze

Feats Ability Focus (gaze), Alertness, Blind-Fight, Cleave, Improved Initiative, Power Attack

Skills Climb +18, Listen +2, Search +5, Spot +17

Treasure: Although most of the equipment is too bulky to move and of little value in its current state, the library is worth 1,000 gp if sold to a collector with dubious purposes (or 500 gp if sold to a respectable dealer).

M10. Viewing Pool

In the center of a small round chamber is a perfectly calm pool of water, glowing with a faint blue light. A reflective green light flows out of a hallway, opposite the entry.

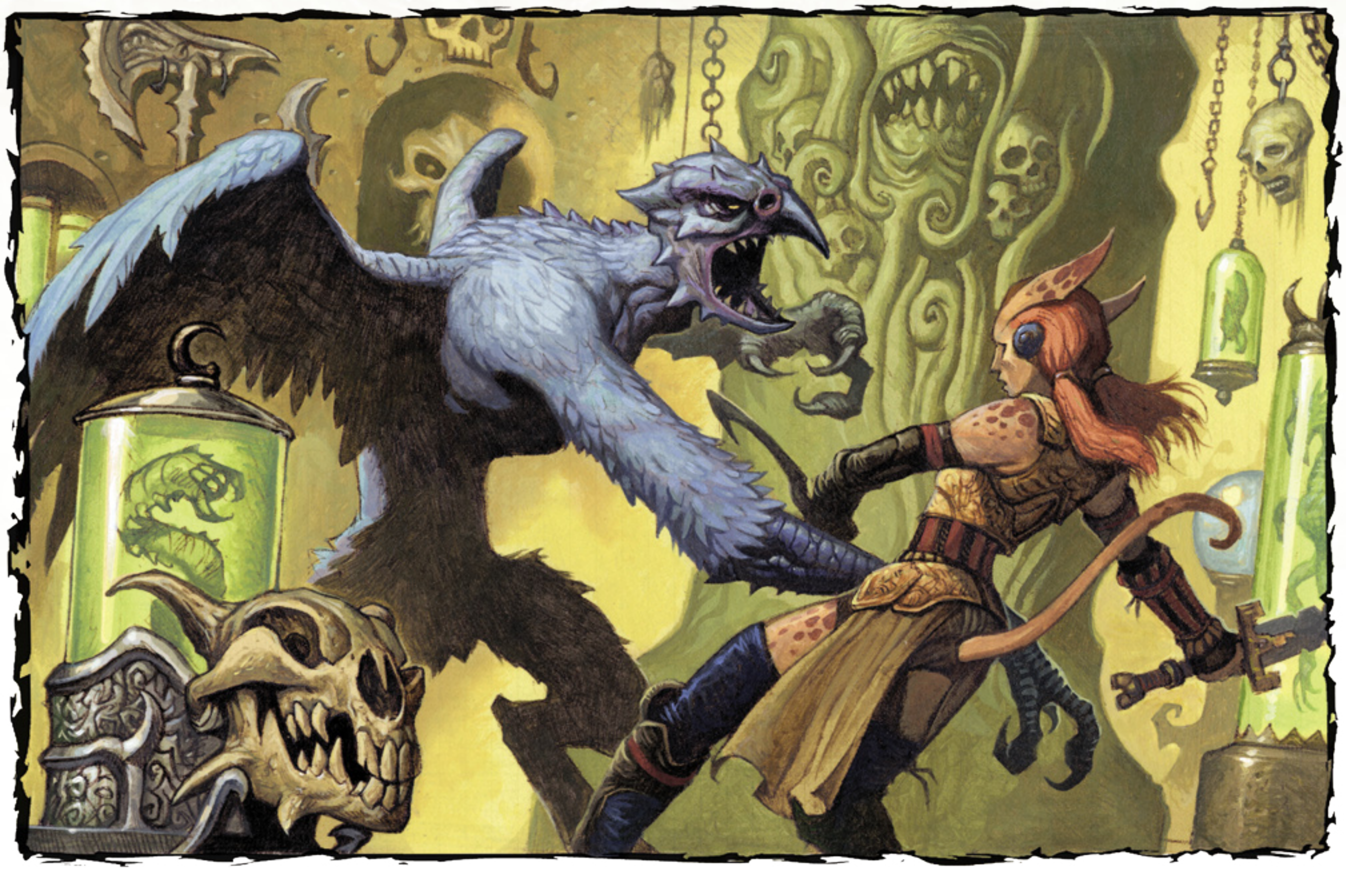
This small chamber contains Zyrxog's viewing pool. Anyone sitting on one of the benches and looking into the pool can view any location within 5 miles, as though using the spell *clairvoyance*. The location viewed must be well known to the viewer. Specifying an area never seen before results in the pool going dark. When the PCs enter, the pool is viewing Telakin's throne room as it currently appears.

The hallway beyond leads to a small balcony overlooking the cathedral of the mind (area **M13**). This balcony is 45 feet above the floor of that chamber, with no apparent way down.

M11. Museum (EL 9)

In the center of this large chamber is a grotesque ebony statue of a vulture-headed humanoid with large feathery wings and razor sharp talons at the end of avian digits. The rest of the room is taken up by large glass cases, each full of dark twisted artifacts, from a shrunken head to a tome chained shut and a number of jars containing the severed parts of numerous creatures.

This chamber is full of dangerous relics and things best left undiscovered.



Zyrxog has spent most of his time in the Free City collecting and selling such oddities, having them imported or stolen when the owner proved difficult.

A permanent *alarm* spell (caster level 11th) wards this room, alerting Zyrxog of intruders with a silent mental alarm.

Case #1: Sitting on the top shelf of this case is the preserved head of a juvenile black dragon whose eyes glow a faint green. This case also contains an odd black metal cage, covered in thorns, with nothing inside. Resting on a large velvet pillow is a *+2 unholy dagger* that brings horrible misfortune to any that wield it (DM's discretion). On the bottom are a kyton's chains that twitch and wiggle of their own volition.

Case #2: The top shelf of this case contains four blank books labeled "unspeakable tome." A fifth book hides behind them, a *vacuous grimore*. Beneath these is a weathered and tarnished *bronze griffon figurine of wondrous power*. Unfortunately, when used, the griffon is fiendish, and attacks the wielder until slain at which time it returns to its statue form. This case also contains four jars, each containing the preserved eyestalk of a beholder. There are six other empty jars behind these.

Case #3: A petrified pseudodragon sits on top of this glass case. If returned to flesh, it could be convinced to serve as a familiar if the caster takes the Improved Familiar feat. The top shelf of this case contains a stuffed doll that bears an uncanny (but coincidental) similarity to one of the PCs—the doll is pierced with 20 spikes from a spiked devil. The doll radiates strong necromancy, but has no apparent effect. A 4-inch-thick tome wrapped in chains sits next to the doll. The book is a tiny animated object and flies around the room, attacking everyone until slain. The book lists the names of 100 demons, including their home and details of their conquests. On the bottom shelf is a battered *berserker sword* and a golden *periapt of foul rotting*.

Creature: In the center of the room is a vrock statue. Although bound in this form, the magic holding the fiend in place is set to release if the statue or any of the cases is disturbed. The effect can be disarmed like a trap if discovered (DC 30 Search check) and disabled (DC 30 Disable Device check).

Vrock: hp 115; *Monster Manual* 48.

Tactics: If animated, the vrock quickly uses its *mirror image* ability while releasing its spores. It follows this up with a stunning screech before engaging in melee. It does not use its *summon tanar'ri* ability during combat, preferring instead to rely upon its melee abilities.

M12. Hallway

This long hallway slopes down 30 feet before it reaches the floor of the cathedral of the mind (area **M13**). The walls of this hall are painted with a long frieze, depicting mind flayers marching across the surface of the world, with no sun overhead and all the races of the surface bowing before the tentacled horrors.

M13. Cathedral of the Mind (EL 12)

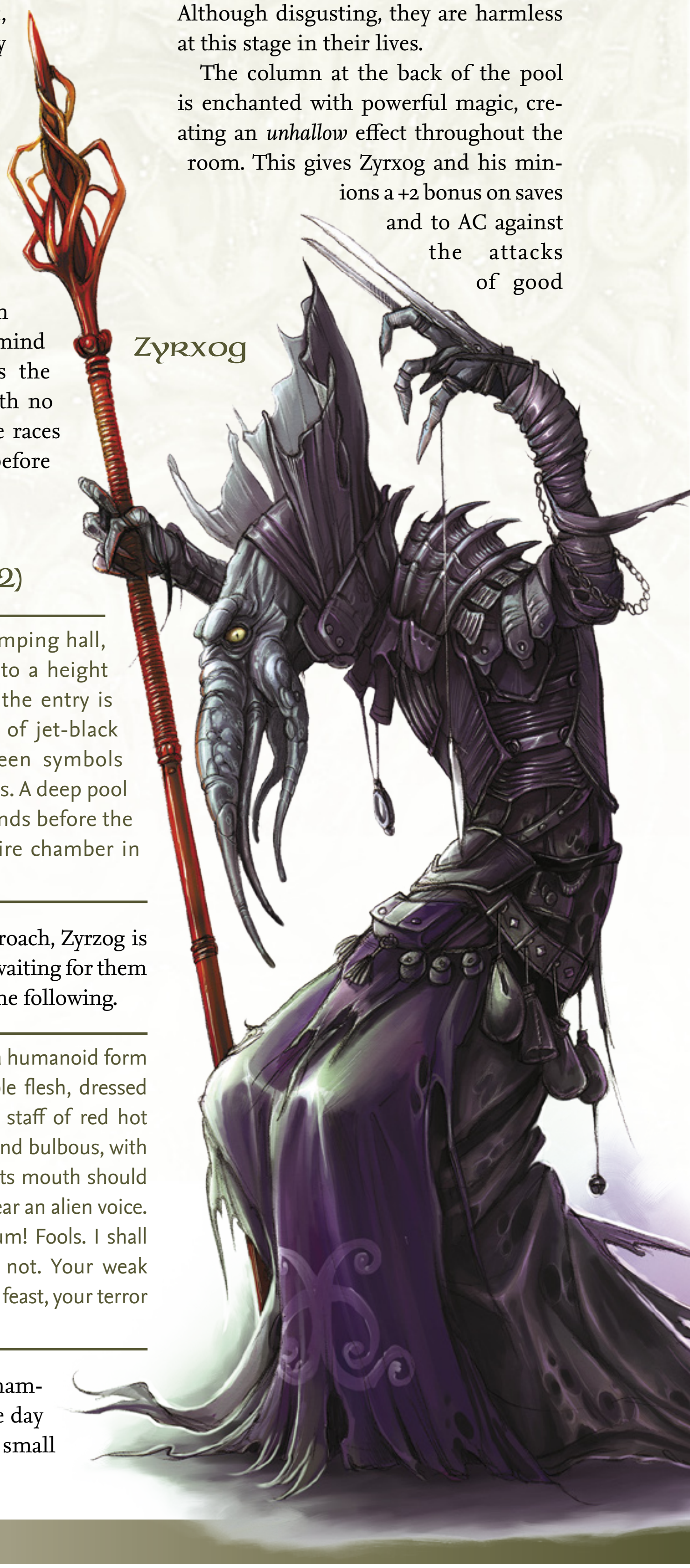
> At the end of the long ramping hall, a grand chamber opens to a height of eighty feet. Opposite the entry is a tall octagonal column of jet-black stone, glowing with green symbols running up one of its faces. A deep pool of placid green liquid stands before the column, bathing the entire chamber in an otherworldly light.

If warned of their approach, Zyrzog is present in this chamber, waiting for them to enter. Continue with the following.

> Floating above the pool is a humanoid form with strange rubbery purple flesh, dressed in black robes, wielding a staff of red hot metal. Its head is hairless and bulbous, with four long tentacles where its mouth should be. Inside your head you hear an alien voice. "You dare enter my sanctum! Fools. I shall finish what Telakin could not. Your weak minds will be a sumptuous feast, your terror a pleasing garnish!"

Zyrxog created this chamber as a place that he one day hopes will play host to a small community of his ilk. The pool swims with the mind flayer tadpoles, still years from maturation and not yet ready for ceremorphosis (the process by which a mind flayer tadpole gestates in a host and becomes a full-grown mind flayer). Although disgusting, they are harmless at this stage in their lives.

The column at the back of the pool is enchanted with powerful magic, creating an *unhallow* effect throughout the room. This gives Zyrxog and his minions a +2 bonus on saves and to AC against the attacks of good



Zyrxog

creatures. It also prevents any nonevil outsiders from being summoned into the room. Finally, it protects all evil creatures in the room with *resist energy*, granting them fire resistance 20.

Creatures: If warned, Zyrxog and two octopins wait for the PCs in this room. Zyrxog floats 40 feet above the end of the pool under the effects of *levitate*. The octopins cling the wall above the entrance to the room, 30-feet above the floor. If the party avoids warning the mind flayer, he is in his chamber (area **M14**), studying his notes.

ZYRXOG CR 11
Mind flayer sorcerer 7
LE Medium aberration
Init +8; **Senses** darkvision 60 ft.; Spot +14, Listen +14
Languages Common, Drow, Dwarf, Elven, Undercommon

AC 17, touch 14, flat-footed 13
hp 98 (15 HD)
Resist fire 20; **SR** 32
Fort +8, Ref +10, Will +17

Spd 30 ft.
Melee 4 tentacles +13 melee (1d4)
Base Atk +9; **Grp** +9
Atk Options improved grab
Special Atk extract, *mind blast* (DC 23)
Combat Gear *potion of cure serious wounds* (2), *necklace of fireballs type III, lesser empower metamagic rod*
Spells Known (CL 7th, ranged touch +13):
3rd (5/day)—*displacement, lightning bolt* (DC 19)
2nd (8/day)—*false life, resist energy, scorching ray*
1st (8/day)—*alarm, grease* (DC 17), *magic missile, ray of enfeeblement, shield*
0 (6/day)—*acid splash, arcane mark, detect magic, flare* (DC 16), *mage hand, read magic, touch of fatigue* (DC 16)
Psionics (CL 8th):
At will—*charm monster* (DC 20), *detect thoughts* (DC 18), *levitate, plane shift, suggestion* (DC 19)

Abilities Str 10, Dex 18, Con 14, Int 19, Wis 19, Cha 22
SQ summon familiar (none)
Feats Combat Casting, Combat Expertise, Craft Wondrous Item, Improved Initiative, Improved Toughness, Weapon Finesse
Skills Bluff +21, Concentration +19 (+23 when casting defensively), Diplomacy +10, Disguise +6 (+8 acting), Hide +12, Intimidate +12, Knowledge (arcane) +19, Listen +14, Move Silently +17, Sense Motive +8, Spellcraft +17, Spot +14
Possessions combat gear, *boots of elvenkind, cloak of resistance +2, ring of counterspells* (*dispel magic*), key to chest in area **M14**

Octopin (2): hp 52; see Appendix.

Tactics: If warned of the party's approach, Zyrxog prepares himself by casting *false life* and *resist energy* (of a type the mind flayer saw the PCs use in their fight against Telakin). If given the time, the mastermind also casts *shield* and *displacement*. When combat begins, Zyrxog uses *mind blast* against the party before his octopins charge down the wall to engage them. After this, he uses *mind blast* when possible and his *metamagic rod* to empower his *lightning bolts* when that is not an option. He uses *suggestion* to urge targets to throw all of their weapons to the bottom of the spawning pool or to take off heavy armor. Even if pressed, Zyrxog does not *plane shift* away in a vain hope of defeating the party to prevent them from raiding his private chambers and destroying the tadpoles, ruining his plans and years of work.

The octopins charge down the wall seeking to expose the party to their gaze, while tearing into the weaker members in the rear.

Treasure: Aside from Zyrxog's gear, the tadpoles in the pool are worth 1,000 gp if sold to the right shady dealer. However, if all the tadpoles are destroyed, the party should be awarded 2,000 XP for eliminating such a dangerous threat.

M14. Zyrxog's Private Chamber

Behind the black column, Zyrxog maintains his private quarters, where he rests and contemplates his plans. The room contains a desk, two bookshelves full of books pertaining to the Free City and the areas beneath it, and a locked chest (Zyrxog carries the key). Lying open on the desk is a ledger, written in Undercommon. It details the mind flayer's recent business transactions in rare and dangerous items with patrons throughout the Free City. The most recent lists a payment for the sale of an ancient relic listed as the *Apostolic Scrolls*. This transaction is between the mind flayer and Loris Raknian, director of the Free City Arena. Of more import to the PCs is a note that Raknian also paid Zyrxog to assassinate the PCs. Discovering Raknian's motivations and the truth behind the *Apostolic Scrolls* is covered in "The Champion's Belt," the next installment of the Age of Worms Adventure Path.

Treasure: Opening the chest requires a DC 30 Open Lock check. The chest contains large bags full of coins. The bags contain 950 cp, 220 sp, 300 gp, and 25 pp. A fifth bag contains loose gemstones totaling 1,500 gp in value.

CONCLUDING THE ADVENTURE

Should the PCs fail in their mission, they are more than likely dead. Should they survive, they have undoubtedly learned that they have a powerful enemy in the Free City—Loris Raknian. As long as the PCs remain in the Free City, they are in danger.

A few days after the PCs defeat Zyrxog and have had a chance to rest and recuperate, but before they have a proper chance to act on the information they've learned about Raknian and his mysterious interest in their livelihood, Eligos sends them a note inviting them to his estate for dinner. If you intend on running the next adventure in the Age of Worms Adventure Path, that adventure begins with this meeting. If you're running "Hall of Harsh Reflections" as a stand-alone adventure, use the following to give this adventure some closure.

Once the PCs arrive, the sage invites them in and enjoys a sumptuous feast with them, while discussing the results of his research. He is disturbed by what he has learned and by the recent events that have plagued the party, and sincerely hopes that the party is searching for a way to stop those behind these nefarious plots. He returns any materials loaned to him, wishes them luck in their quest, and bids them farewell.

In any event, as the PCs approach Eligos's estate, a young boy darts past, rushing about posting flyers on every tree, wall, and message board he can find. The flyers read, "The Free City Champion's Games are coming!" Just below is an illustration of the Free City arena and at the bottom, "Loris Raknian, Director."

APPENDIX: NEW MONSTERS

Doppelganger, Greater

Medium Monstrous Humanoid (Shapechanger)
Hit Dice: 9d8+18 (58 hp)
Initiative: +3
Speed: 30 ft. (6 squares)
Armor Class: 19 (+3 Dex, +6 natural), touch 13, flat-footed 16
Base Attack/Grapple: +9/+10
Attack: Slam +10 (1d6+1)
Full Attack: 2 slams +10 (1d6+1)
Space/Reach: 5 ft./5 ft.
Special Attacks: Detect thoughts, polymorph rend
Special Qualities: Change shape, consume identity, immune to sleep and charm effects, magic item use
Saves: Fort +5, Ref +9, Will +11
Abilities: Str 12, Dex 17, Con 14, Int 17, Wis 17, Cha 15
Skills: Bluff +16, Diplomacy +6, Disguise +16 (+18 acting), Intimidate +4, Listen +13, Search +13, Sense Motive +13, Spot +13
Feats: Blind-Fight, Combat Expertise, Dodge, Iron Will
Environment: Any
Organization: Solitary, cell (2-5)
Challenge Rating: 9
Treasure: Double standard
Alignment: Usually neutral evil
Advancement: By character class
Level Adjustment: +6

With smooth gray skin pulled taunt over a skeletal frame, this humanoid moves with a flowing grace. Its face bears a pair of purple octopoid eyes but no other features. Small ripples run across its flesh, slightly changing its color and texture.

Like their lesser cousins, greater doppelgangers are strange beings that are able to take on the shapes of those they encounter. Unlike their lesser cousins, greater doppelgangers can flawlessly assume the identity of those they devour, gaining their power and memories. In its natural form, the creature looks more or less humanoid, but bony and frail, with gangly limbs and half-formed features. The flesh is pale purple and hairless. Its large, bulging eyes are yellow with slitted pupils.

Greater doppelgangers are often the masterminds behind a cell of doppelgangers, hatching evil schemes while searching for greater personalities to consume.

It is natural form a greater doppelganger is 6 feet tall and weighs 125 pounds.

Combat

In its natural form, a greater doppelganger strikes with its powerful fists. In the shape of another, it employs all the abilities of that form, often wearing armor, wielding weapons, and even casting spells.

Detect Thoughts (Su): A greater doppelganger can continuously use *detect thoughts* as the spell (caster level 18th; Will DC 17 negates). It can suppress or resume this ability as a free action. The save DC is Charisma-based.

Polymorph Rend (Sp): Greater doppelgangers are masters of shape and form, even when such changes affect other creatures. A greater doppelganger can make a touch attack against a creature under the affect of *alter self, baleful polymorph, polymorph, shapechange* or any other similar effect (such as wild shape). If the attack hits, it deals 6d6 points of damage as it rends the altered flesh. A DC 17 Fortitude save halves the damage. The save DC is Charisma-based.

Change Shape (Su): A greater doppelganger can assume the shape of any Small or Medium humanoid. In humanoid form, the doppelganger loses its natural attacks. A doppelganger can remain in its humanoid form until it chooses to assume a new one. A change in form cannot be dispelled, but a doppelganger reverts to its natural form when killed. A *true seeing* spell or ability reveals its natural form.

If assuming the form of a creature whose identity the greater doppelganger has consumed using its consume identity ability, it does not need to make

Disguise checks. Its control of the consumed identity is perfect. A greater doppelganger can change shape once per round as a free action.

Consume Identity (Su): A greater doppelganger that eats the brain of a Medium or smaller humanoid absorbs the mind, memories, and personality of that victim. This act must be performed within 1 hour of a victim's death and takes 1 minute. After consuming a victim's identity, a greater doppelganger can assume the victim's form with 100% accuracy and possesses the victim's memories, abilities, and alignment. While in that victim's form, a greater doppelganger can use all of the victim's class features, including spells and bonus feats. This effect does not alter the greater doppelganger's base attack bonus, hit points, saves, feats (unless granted by a class feature), skills (except languages), divine spells, paladin class features, or other features granted by deities.

A greater doppelganger can only retain a limited number of identities in this fashion, up to twice its hit dice in class levels. Each class level possessed by a consumed victim counts toward this limit. When an identity is consumed that would exceed this limit, a stored identity must be discarded, as decided by the greater doppelganger. The class levels of any one consumed identity cannot exceed the greater doppelganger's hit dice.

If the greater doppelganger commits an act in violation of its assumed alignment, it immediately reverts to its true form for 1d10 rounds. A greater doppelganger can draw on the memories of all its consumed identities no matter its form, but not on the victim's class features.

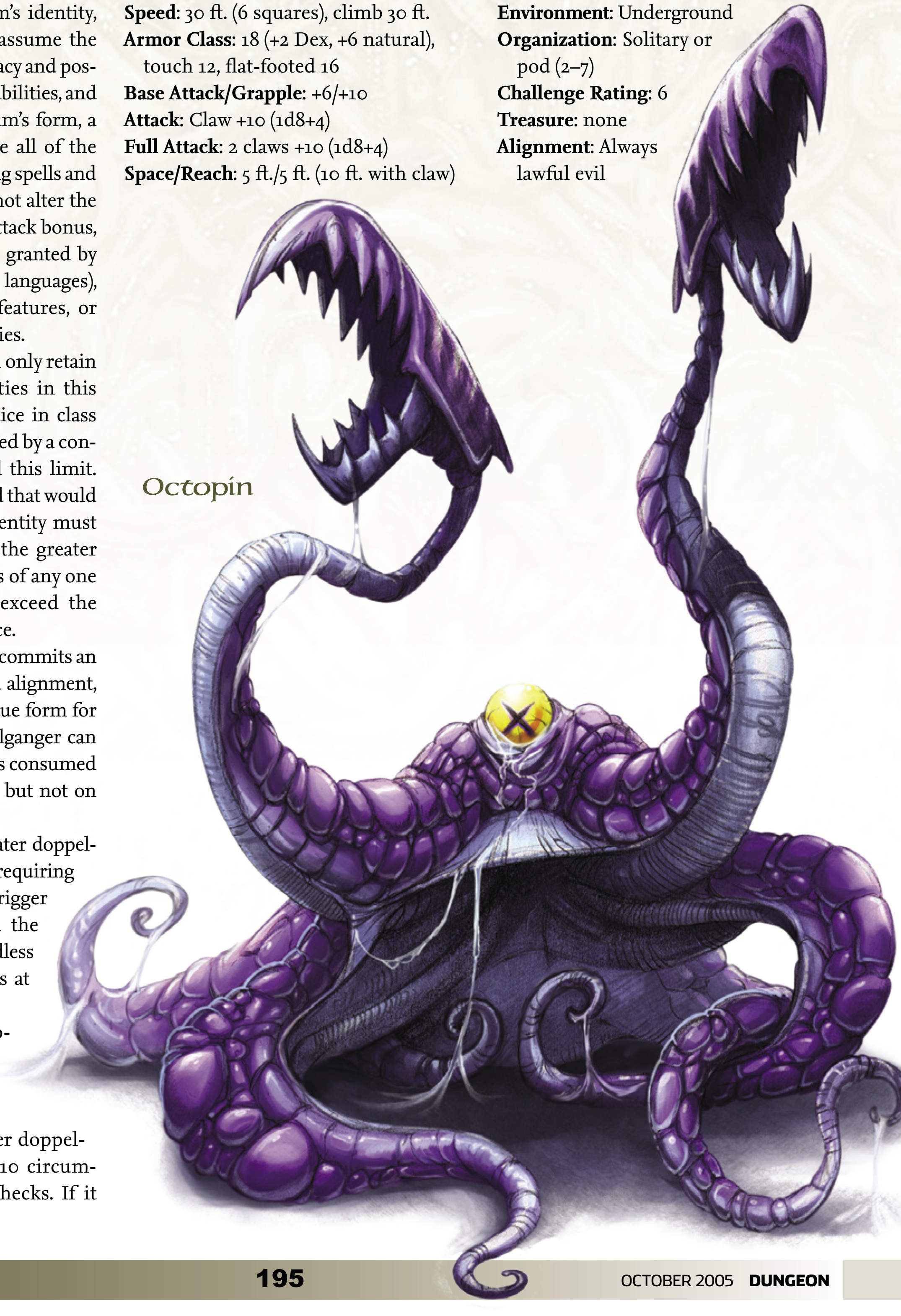
Magic Item Use (Su): A greater doppelganger can use magic items requiring spell completion and spell trigger activation as if it possessed the necessary class features regardless of its form. It always succeeds at caster level checks for scrolls.

Skills: A greater doppelganger has a +4 racial bonus on Bluff and Disguise checks. When using its change shape ability, a greater doppelganger gets an additional +10 circumstance bonus on Disguise checks. If it can read an opponent's mind, it gets a further +4 circumstance bonus on Bluff and Disguise checks.

This creature originally appeared in *Monsters of Faerûn*.

Octopin

Medium Aberration
Hit Dice: 8d8+16 (52 hp)
Initiative: +6
Speed: 30 ft. (6 squares), climb 30 ft.
Armor Class: 18 (+2 Dex, +6 natural), touch 12, flat-footed 16
Base Attack/Grapple: +6/+10
Attack: Claw +10 (1d8+4)
Full Attack: 2 claws +10 (1d8+4)
Space/Reach: 5 ft./5 ft. (10 ft. with claw)
Special Attacks: Rend 2d8+6, slowing gaze
Special Qualities: Darkvision 60 ft., immunity to electricity, penetrating sight
Saves: Fort +4, Ref +4, Will +6
Abilities: Str 19, Dex 14, Con 15, Int 8, Wis 11, Cha 15
Skills: Climb +14, Listen +2, Search +5, Spot +13
Feats: Ability Focus (slowing gaze), Alertness, Improved Initiative
Environment: Underground
Organization: Solitary or pod (2–7)
Challenge Rating: 6
Treasure: none
Alignment: Always lawful evil


Octopin

Scaling the Adventure

"The Hall of Harsh Reflections" is designed for a group of four 7th–8th-level characters, but with a little work it can be adapted for use with 5th–6th-level or 9th–10th-level characters. Be sure to adjust the amount of treasure in the adventure as appropriate. Adjust the class levels of all enemy NPCs by a number equal to that which the PCs' average level deviates from 7th. Specific changes to encounters in the adventure are as follows.

5th–6th-level parties: Replace the chimera in event 1 with a six-headed hydra or a wyvern. Remove one of the mimics in area **D2**. Make the unstable piling in area **D7** stable, and remove one of the invisible stalkers. Replace the giant octopus in area **D9** with a chuul. Decrease the Search and Disable Device DCs for all traps by 1–2. Make Fassash a water naga or a dark naga. Remove one of the drow thralls from area **M4**. Remove one of the octopins from area **M7**. Replace the vrock in area **M11** with an erinyes or a hellcat. Remove the octopins from area **M13**.

9th–10th-level parties: Advance the chimera in event 1 by 4–8 Hit Dice, and the octopus in area **D9** by 4 Hit Dice (or by 6 Hit Dice and make it Huge). Give each of the mimics in area **D2** 1–2 fighter levels. Give the invisible stalkers in area **D7** 1–3 rogue levels. Increase the Search and Disable Device DCs for all traps by 1–2. Give Fassash 2–3 levels of sorcerer. Add 1–2 large spiders to area **M4**. Increase all octopins encountered in the adventure by 3–6 Hit Dice. Replace the vrock in area **M11** with a gray slaad or a barbed devil.

Advancement: 9–12 (Medium), 13–20 (Large)
Level Adjustment: —

Six purple tentacles support a bulbous alien eye dripping with a viscous slime. Rarely blinking, the star-shaped pupil moves rapidly about, scanning the area. Two longer tentacles end in razor-sharp claws and undulate hypnotically in the air around it.

Formed in a fusion of magic and controlled breeding, the octopin is a perverse creation of mind flayers bent on fashioning a servant loyal to their alien ways. Often employed as guards, octopins are ceaseless in their duties and relentless in their hunt for intruders that enter their domain.

A full-grown octopin stands just over 5 feet tall, with tentacles capable of reaching targets 10 feet away. They weigh 150 pounds. Their color ranges from deep purple to forest green, with a matching iris. They eat through small orifices located inside their claws. Octopin reproduce asexually once per year, laying a single ivory egg. Young take only one month to mature, during which time they eat voraciously.

Octopins understand Undercommon but cannot speak. They rely upon complicated tentacle gestures and eye movement to communicate with each other.

Combat

The octopin favors attacking from above, climbing down walls to surround and surprise its prey. It relies on its slowing gaze to hinder opponents while it tears them to pieces with its deadly tentacle claws.

Rend (Ex): If an octopin hits with both tentacle claw attacks, it latches onto the opponent's body and tears the flesh. This attack automatically deals an additional 2d8+6 points of damage.

Slowing Gaze (Su): Slow for 1d6 rounds, 30 feet, Will DC 18 negates. The save DC is Charisma-based.

Penetrating Sight (Su): An octopin can see through up to 2 feet of wood, 6 inches of stone or metal, and 1 inch of lead as if it were only a ghostly image. Octopins are immune to visual figments (such as *major image*) and glamers (such as *invisibility*). It still requires line of effect to a target in order to utilize its slowing gaze.

Skills: An octopin has a +8 racial bonus on Climb checks and can always choose to take 10 on a Climb check, even if rushed or threatened. Octopins have a +4 racial bonus on Search and Spot checks.

Jason Bulmahn recently moved from Milwaukee, WI to Seattle, WA to take on the job of Associate Editor for Dragon *where he works night and day on D&D. He was 28. He leaves behind a long-term career in architecture, a love of bratwurst, and an unquenchable thirst for beer. He is survived by his Saturday gaming group and parents.*

RUNNING "HALL OF HARSH REFLECTIONS" IN THE FORGOTTEN REALMS

by Eric L. Boyd

In the Realms, Waterdeep (Free City) lies north and slightly west of Daggerford (Diamond Lake) on the protected shore of Deepwater Harbor (Selintan River). Waterdeep is a walled city divided into seven wards (districts/quarters), including Castle Ward (Garden District), Dock Ward (River Quarter), North Ward, Trade Ward (Foreign Quarter), Sea Ward, South Ward (Artisan's Quarter), and the City of the Dead. There are no walls between wards in the City of Splendors, but Waterdeep has an extensive system of sewers beneath the streets (see *City of Splendors: Waterdeep*, pages 121–126, for details, including expanded encounter tables).

Conversion notes for **Prendergast "Gast" Brokengulf** (CE male Tethyrian human fighter 13) (Loris Raknian), and the Field of Triumph (Free City Arena) ($77) are given in the Realms conversion appendix for The Champion's Belt.

Dagsumn

Gaunt and ghostly-pale, **Dagsumn** (LN male Illuskan human wizard 7) (Eligos) is an austere man of moderate height, given to bulky blue and green robes. Despite his apparent physical failings, he is a skilled practitioner of the Art with a hunger for magical power. Dagsumn hails from Port Llast and had a brief apprenticeship with Malchor Harpell (Manzorian) at the Tower of Twilight (Fortress of Unknown Depths). While the two did not part company as enemies, they have not spoken in over 25 years. Dagsumn came to Waterdeep to make his fortune, but his brief adventuring career gave way long ago to casting spells and tutoring lesser mages. He can usually be found at the Elfstone Tavern (C32) (Web's Dragonchess Parlor) and lives in an opulent apartment (Eligos's manor) nearby with his wife, **Kyrss Wands** (LG female Tethyrian human aristocrat 3) (Pollard), the youngest child of Maskar Wands. Dagsumn prefers to engage in spellcasting in the City of the Dead, protected by hired guards, where few can glean his secrets through observation. While friendly and trustworthy enough, Dagsumn is a stickler for details. Capable of creating his own magic items and spells, Dagsumn still prefers to collect them as payment with a minimum of risk. He can be somewhat of a bore and pest when he catches wind of a new item, constantly belaboring guests for details.

Midnight's Muddle

The neighborhood known as Midnight's Muddle occupies one block within City Ward, just southeast of the Market. Midnight's Muddle is bounded by Bazaar Street, the High Road, Lamp Street, and the Street of Bells.

The Crooked House lies at the northern tip of the block, at the corner of the High Road and Bazaar Street. **Tarquin Shortstone XXVI**, proprietor of the Crooked House, is an old friend of Dagsumn. He frequently meets Dagsumn for a friendly game of lanceboard (dragonchess) at the Elfstone Tavern (C32).

The Unseen

The Unseen is a consortium of shapechangers, thieves, illusionists, and assassins that has been growing in strength and numbers in Waterdeep for nearly three decades. The Unseen began as a druuth (a cabal of doppelgangers led by illithids), tasked to infiltrate and spy on the City of Splendors for the Underdark city of Ch'Chitl. The death of the elder brain of the Kingdom Below has forced the druuth to operate independantly, enabling a greater doppelganger named **Hlaavin** (NE half-illithid greater doppelganger sorcerer 9) to emerge as the leader of the now-autonomous band. The Unseen are detailed further in *City of Splendors: Waterdeep* and in an upcoming issue of *Dragon*.

The leaders of the Unseen are nine enigmatic mirrorkin, known more commonly as greater (or elder) doppelgangers. Although they work together closely to expand their influence in the City of Splendors, each mirrorkin has its own particular personality and agenda. Telakin is one of the nine greater doppelgangers, whose personal ambitions have long involved controlling economic activity in Dock Ward. Toward this end, Telakin and its agents have infiltrated the ranks of the City Guard, several merchant houses, and several guilds, all of which are key players in the daily affairs of Dock Ward. Telakin never shows his brand openly, for to do so would invite Hlaavin's wrath.

Telakin's lair, the Sodden Hall, lies down by the docks at the southern end of the small block between Full Sails (D35) and Seaswealth Hall (D39) on the map found in *City of Splendors: Waterdeep*, page 104. (Simply rotate the map in the adventure 180 degrees, so that the water is south of the warehouse and assume the building actually extends out over the harbor, rather than stopping just a few feet short as shown on the Waterdeep map.) The illithid's secret passage (D19) is a tertiary tunnel that leads east to the primary tunnel that connects SF54 with the harbor on the sewer map found in *City of Splendors: Waterdeep*, page 123.

The prisoners found in area **D6** of Sodden Hall include **Tryssia Lanngolyn** (CN female Lantanna aristocrat 4) (Ilya Starmane), heir to House Lanngolyn, and Gattel Watam, a former city magister. Ilserv's note, found in Telakin's sanctum (area **D18**) uses the words "Brian's forge" instead of "cold forge."

Tentacles of Ch'Chitl

Ilserv (Zyrxog) has long served as emissary to Waterdeep for Ch'Chitl, the Kingdom Below. An ill-fated alliance with old Xanathar (a beholder since replaced by the Eye as leader of the Xanathar Thieves' Guild) led to a confrontation with the Gray Hands during which old Xanathar petrified Ilserv, forcing the illithid to spend several years in the garden of Mirt's Mansion (C52) before it could engineer its escape. After fleeing to the Kingdom Below, Ilserv has returned to Waterdeep's sewers to reestablish illithid control over the Unseen, without exposing the errant druuth's activities in Waterdeep (and undermining the point of such a takeover).

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Ilserv began the process of making Telakin a thrall by offering the greater doppelganger access to the *mind clone*. Telakin agreed without the knowledge of Hlaavin, who it hopes to someday supplant as leader of the Unseen. Although Telakin received the device and its influence within the Unseen has grown as a result, the negotiations brought Telakin into close proximity with Ilserv, which gave the illithid the opportunity to enslave the greater doppelganger.

Ilserv's lair lies beneath Brian the Swordmaster's Smithy (Cold Forge) (S7), just south of the secondary passage that runs east from the junction room (SF55, no surface connection) located under the wide part of Candle Land, west of the Way of the Dragon. (Simply rotate the map in the adventure 180 degrees, so that the illithid's lair is south of the sewer passage.) Waterdeep's sewers, including passage widths and encounters, are fully detailed in *City of Splendors: Waterdeep*.

Hlaavin vs. Ilserv

One additional sub-plot revolves Telakin's relationship with Hlaavin. Hlaavin suspects that Telakin has fallen under the influence of an illithid of Ch'Chitl, but so far the leader of the Unseen has little evidence. Hlaavin has no desire to see Ilserv or the Concord of Elders in Ch'Chitl reestablish control over the druuth, but Hlaavin wants to avoid openly moving against them until the group's position within the social fabric of Waterdeep is more secure. In addition, the leader of the Unseen wants control of Telakin's *mind clone*, but it needs Telakin's knowledge of the artifact in order to use it effectively.

Some weeks ago, Hlaavin tasked the doppelganger Ixiaxian with keeping an eye on Telakin. The leader of the Unseen instructed his lackey to watch for an opportunity to move against Telakin and his mysterious master through the manipulation of a third party (such as the PCs).

While spying on Telakin's agents, Ixiaxian observes their interest in the PCs. At the first opportunity, Ixiaxian replaces one of the PCs with the assistance of other doppelgangers loyal to Hlaavin. Ixiaxian's objective is not to betray the PCs in area **D15**, as discussed in the adventure, but to use them as a defensive shield behind which it can spy directly on Telakin's operations. (Change encounter **D15** to be all doppelgangers and not include the missing PC. The EL remains unchanged, as Ixiaxian does not betray the PCs here, but one additional doppelganger is present in the guise of the PC Ixiaxian already replaced.) If possible, Ixiaxian seeks to avoid damage to the Telakin's device and keep Telakin alive (for now), but its primary objective is to ferret out the identity of Telakin's suspected secret master and, if possible, have the PCs bring him down. Once Ilserv is dead, Ixiaxian arranges an ambush at a later date by a doppelganger loyal to Hlaavin, fearing that the PCs have learned too much about the operations of the Unseen. This ambush occurs during the events of "The Spire of Long Shadows" in the village of Longsaddle (Magepoint).

If Ixiaxian's deception is discovered by the PCs during the course of the adventure, whether through their own actions or because Telakin discovers its presence, Ixiaxian bargains with the PCs for its life. Hlaavin's agent offers to trade Telakin (if still alive) or itself (if Telakin is dead) for the abducted PC, if the rest of the PCs agree to destroy Telakin's hidden master. If the PCs acquiesce, Hlaavin arranges an ambush by Mask's Conscripts during the prisoner swap, again fearing that the PCs have learned too much about the operations of the Unseen. If this ambush fails, Hlaavin arranges a second attempt during the events of "The Spire of Long Shadows," as noted above.

A Night on the Town: Wormfood #4 in the FORGOTTEN REALMS

Entertainment can be found in every quarter of the City of Splendors, as detailed in *City of Splendors: Waterdeep* and the 2e product, *Volo's Guide to Waterdeep* (still available online in PDF format from various vendors). Four locales detailed in DRAGON #336 are easily placed in Waterdeep. The Blueberry Theatre is best placed in the southeastern corner of Castle Ward. The Checkered Circle is usually found in Dock Ward. Thaddeus Tightfist is in the employ of Elaith "the Serpent" Craulnobur, the infamous elven crime lord who secretly owns the operation. Honest Axebeard's House of Dice is also well suited for Castle Ward, at the northern end of the district just south of the Market. Josiel's Bathhouse is appropriate for the northern end of Trades Ward, just east of the Market. None of these locales lies on a major road, but all are famous enough to come to the attention of the PCs.

RUNNING "THE HALL OF HARSH REFLECTIONS" IN EBERRON

by Keith Baker

"The Hall of Harsh Reflections" brings the adventurers to the Free City, where a mind flayer tries to destroy them through use of his doppelganger thralls. Here are a few ideas for converting this scenario to the world of EBERRON.

Journey to the Free City

The roads of Breland are dangerous, but the danger is more likely to come from people than monsters. Wild creatures rarely strike on the road, but in the aftermath of the Last War, other travelers may be far more dangerous than animals. Here's an alternative encounter chart:

d%	Encounter
01–10	3 angry warforged (male personality warforged fighter 2) (EL 4)
11–20	4 unhinged soldiers (male human warrior 2/barbarian 1) (EL 5)
21–25	2 thieves (male and female human rogue 3) (EL 5)
26–30	2 harpies (EL 6)
31-35	2 trolls (EL 7)
36–40	1 warforged insurgent (female personality warforged rogue 4/artificer 3) (EL 7)
41–00	none

Angry Warforged: These warforged have been stirred into a frenzy by agents of the Lord of Blades, and are filled with anger towards the humans who "built them to die." They will be hostile toward any party including members of House Cannith; otherwise they are simply unfriendly. They are spoiling for a fight, but if the party acts in a conciliatory manner (especially if a warforged PC acts as party spokesman) hostilities can be avoided.

Unhinged Soldiers: These crazed warriors are described in the web enhancement for "Encounter at Blackwall Keep." Driven mad by the war, they will attack with no concern for self-preservation.

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Thieves: These brigands are former scouts from the Cyran army. They steal both as a matter of survival, but also out of a desire to avenge their fallen country. They won't attack a group containing Cyrans, although they may approach the adventurers and encourage the Cyrans to join their fight.

Harpies and Trolls: These creatures were brought over from Droaam to fight in the Last War; with the war over, they are slaking their bloody instincts as bandits.

Warforged Insurgent: Trained to serve as an assassin in the Last War, this warforged soldier has whole-heartedly embraced the ideology of the Lord of Blades. She has been preaching to the warforged of the region, but she also takes pleasure in hunting creatures of flesh. She is patient and will stalk the party, waiting for people to sleep; she will then use *cat's grace* and *personal weapon augmentation*, sniping at the guards and hoping that sneak attack damage and the effect of the augmented weapon can quickly incapacitate foes. If a warforged is with the party, the insurgent will focus on the other members of the party, planning to speak to the warforged once she has eliminated the humanoids.

Welcome to the Free City

The Free City is one of the most fabulous cities in the world—and in EBERRON, it should come as no surprise that this becomes Sharn, the City of Towers. The party enters the city through Wroann's Gate in Lower Tavick's Landing, with the massive statue of Queen Wroann ir'Wynarn raising her sword high above the gate.

The Parade of Thieves: The parade is part of House Phiarlan's Carnival of Shadows, showcasing the fabulous beasts the circus has brought to town.

Chapter Two: Eligos and the Crooked House

Eligos lives in the Platinate district of Upper Menthis. Eligos himself is an agent of the Chamber; while he is a powerful wizard, he has chosen to keep the full extent of his arcane skills hidden from the general populace. He is not aligned with any of the wizard's circles, and is known merely as a sage and scholar, albeit one of considerable skill.

The Crooked House makes an excellent addition to the Underlook district of Middle Dura.

Villains: Telakin and Zyrxog

Telakin and his band of doppelgangers have no connections to the Tyrants of Sharn. The greater doppelgangers are creatures of the Dragon Below, the result of generations of daelkyr and illithid experimentation. Telakin was sent to this city to aid a local mind flayer, and has lured followers from among the doppelganger community with promises of power. If you wish to have this group play a long-term role in the game, they could actually be rivals of the Tyrants. Tyrant One has his own plans to spread changeling influence across Sharn, and his agenda doesn't match that of Telakin's doppelganger-only society. If adventurers think the Daask/Boromar conflict makes life difficult, wait until they are caught in a middle of a gang war between two different gangs of shapeshifters! The Tyrants do not have access to the *mind clone*; but once they learn of it, they will certainly want to acquire it.

As for Zyxog, Sharn already has a local mind flayer: Chyrassk, mentioned on pages 102 and 175 of the *Sharn: City of Towers* sourcebook. The simplest path is to replace Zyrxog with Chyrassk: keep the statistics given in the adventure, but use Chyrassk's name and his home in Khyber's Gate. However, if Chyrassk has already played a significant role in your campaign, Zyrxog can simply be an additional mind flayer who shares the city with Chyrassk. The Cults of the Dragon Below are splintered by nature; if Chyrassk and Zyrxog are pursuing different projects, it's wouldn't be surprising for them to remain apart from one another.

Chapter Three: Sodden Hold

Sodden Hold is located in the Grayflood district of Cliffside. Everything else about this section can be used just as it stands. If the DM wants to add local flavor, Ilya Starmane could be replaced with Cyra ir'Tain (*Sharn: City of Towers* page 86); rescuing her will earn the party a powerful ally in the ir'Tain family.

Swapping the Drow

In Eberron, the drow have no ties to Khorvaire or to Khyber, and it would be very unusual for the mind flayer to have drow servants. Instead, Zyrxog is assisted by agents of the Dragon Below: the dolgaunts. Use dolgaunt monks in place of the drow thralls, and the revised version of Myrianaas as given below: a ghastly female dolgaunt who channels the power of Xoriat itself.

Like the drow, the dolgaunts will use darkness to their advantage, relying on *oil of darkness* and blindsight. They will use their long tentacles to trip enemies, taking advantage of reach and Combat Reflexes to keep opponents on the ground.

DOLGAUNT MONK **CR 5**
Male dolgaunt monk 3
EBERRON Campaign Setting 281
LE Medium aberration
Init +5
Senses blindsight 360 ft.; Spot +9, Listen +8
Languages Common, Goblin, Orc, Undercommon; can silently communicate with other dolgaunts within 30 feet.

AC 22, touch 19, flat-footed 17
hp 29 (5 HD) **DR** 5/byeshk or magic
Fort +4 **Ref** +8 **Will** +10 (+12 vs enchantment); evasion

Spd 40 ft. (8 squares)
Melee 2 tentacles +7 (1d3+4) or unarmed strike +7 (1d6+4) or unarmed strike +5/+5 (1d6+4)
Space 5 ft. **Reach** 5 ft. (10 ft. with tentacles)
Base Atk +3; **Grp** +11
Atk Options Combat Expertise, Improved Grapple, Improved Trip
Special Atk vitality drain
Combat Gear *potion of cure moderate wounds, potion of mage armor, oil of darkness,* alchemist's fire (2), tanglefoot bag

Abilities Str 18, Dex 21, Con 12, Int 14, Wis 18, Cha 8
Feats Combat Expertise, Combat Reflexes, Deflect Arrows, Improved Grapple, Improved Trip, Improved Unarmed Strike
Skills Balance +11, Climb +8, Hide +12, Jump +11, Listen +8, Move Silently +12, Spot +9, Tumble +15
Possessions combat gear

Vitality Drain (Ex): On a successful grapple check, the dolgaunt deals one point of Constitution damage in addition to normal damage. If injured, it also heals 2 points of damage.

MYRIANAAS **CR 9**
Female dolgaunt monk 1/cleric 8 (Dragon Below)
EBERRON Campaign Setting 281
LE Medium aberration
Init +4
Senses blindsight 360 ft.; Spot +5, Listen +5
Languages Common, Goblin, Undercommon; can silently communicate with other dolgaunts within 30 feet.

AC 25, touch 20, flat-footed 20
hp 71 (11 HD)
DR 5/byeshk or magic
Fort +10 **Ref** +8 **Will** +15

Spd 30 ft. (6 squares)
Melee 2 tentacles +9 (1d3+4) or *+1 morning star of spell storing* +10 (1d8+5) or

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unarmed strike +9 (1d6+4) or
unarmed strike +7/+7 (1d6+4) or
Space 5 ft. **Reach** 5 ft. (10 ft. with tentacle)
Base Atk +5; **Grp** +13
Atk Options Improved Grapple, Improved Trip
Special Attacks rebuke undead 3/day (+1, 2d6+8, 8th), spontaneous casting (*inflict* spells), vitality drain
Combat Gear *potion of barkskin +2*, *potion of blur*
Spells Prepared (CL 8th, +9 melee touch):
4th—*confusion*D (DC 21), *cure critical wounds*, *divine power*, *freedom of movement*
3rd—*bestow curse*D (DC 18), *cure serious wounds*, *deeper darkness*, *dispel magic*, *prayer*
2nd—*cure moderate wounds*, *death knell* (DC 17), *hold person* (DC 19) (2), *touch of madness*D (DC 19)
1st—*cure light wounds* (2), *divine favor*, *cause fear* (DC 16), *lesser confusion*D (DC 18), *sanctuary* (DC 16), *shield of faith*
0—*cure minor wounds* (3), *detect magic*, *detect poison*, *resistance*
D: Domain spell. Domains: Dragon Below, Madness

Abilities Str 18, Dex 20, Con 14, Int 12, Wis 20, Cha 8
SQ Once per day, may add +3 to one Will save or Wisdom skill check (Madness domain granted power)
Feats Augment Summoning, Combat Reflexes, Deflect Arrows, Greater Spell Focus (enchantment), Improved Grapple, Improved Trip, Improved Unarmed Strike, Spell Focus (enchantment)
Skills Balance +11, Climb +8, Concentration +12, Hide +11, Jump +6, Knowledge (religion) +7, Listen +5, Move Silently +7, Spot +5, Tumble +14
Possessions combat gear, *+1 morning star of spell storing* (*hold person* [DC 19]), *bracers of armor +2*

Vitality Drain (Ex): On a successful grapple check, the dolgaunt deals one point of Constitution damage in addition to normal damage. If injured, it also heals 2 points of damage.

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Joachim Barrum

THE HALL OF HARSH REFLECTIONS

by Jason Bulmahn

The Free City: a shining gem in the crown of cultured civilization. Beneath the surface of this bustling metropolis is a rot, festering in the darkness, manipulating the lives of those unaware of its presence. Now a small adventuring band from out of town may be in over their heads. Their actions in Diamond Lake have attracted the wrath of one of the city's hidden masters. A gang of infiltrators and an enigmatic mastermind plot their destruction, and only tracing the rot to the root can stop the onslaught. An Age of Worms Adventure Path scenario for 7th-level characters.

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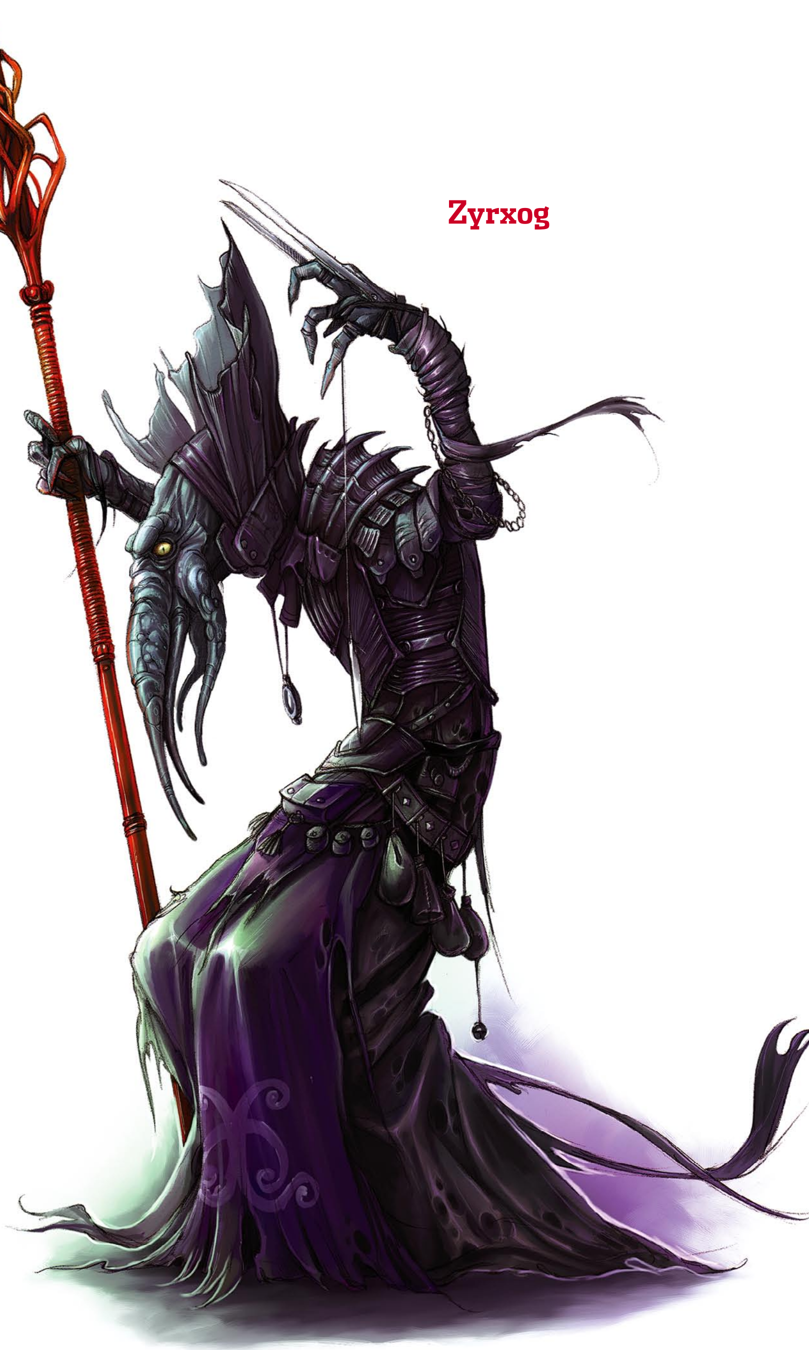
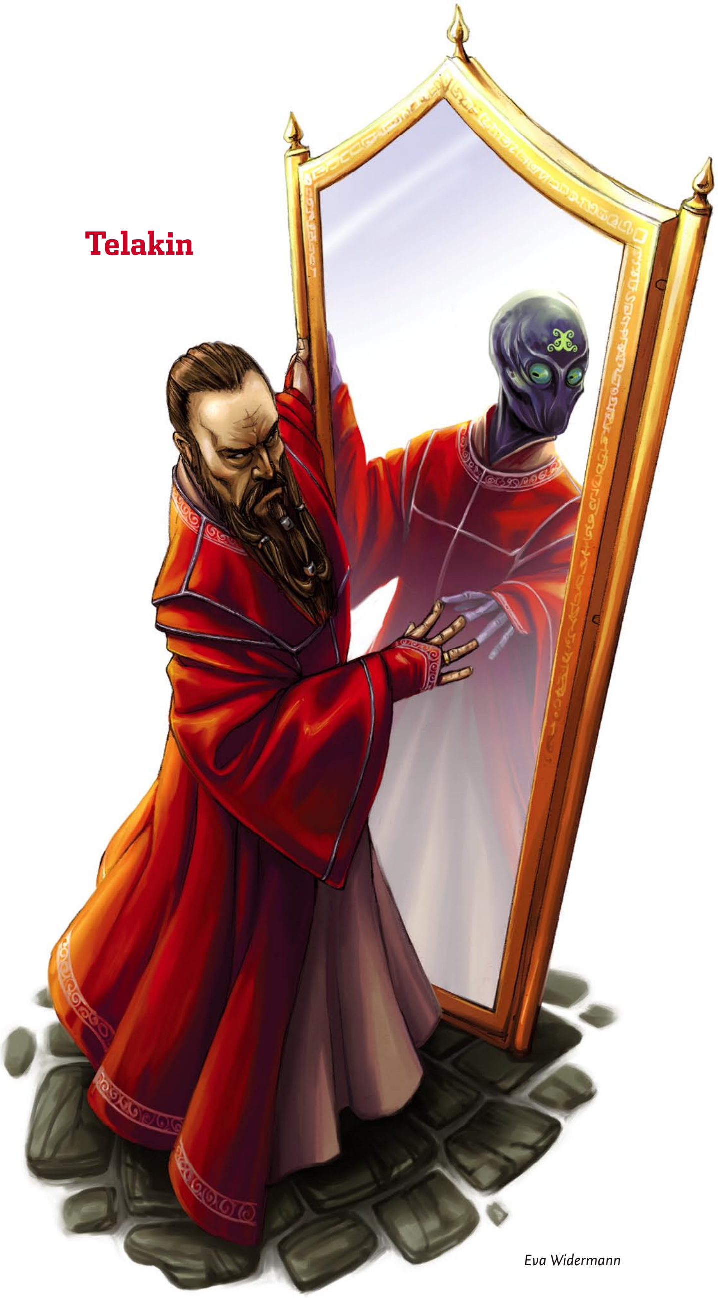


Eva Widermann



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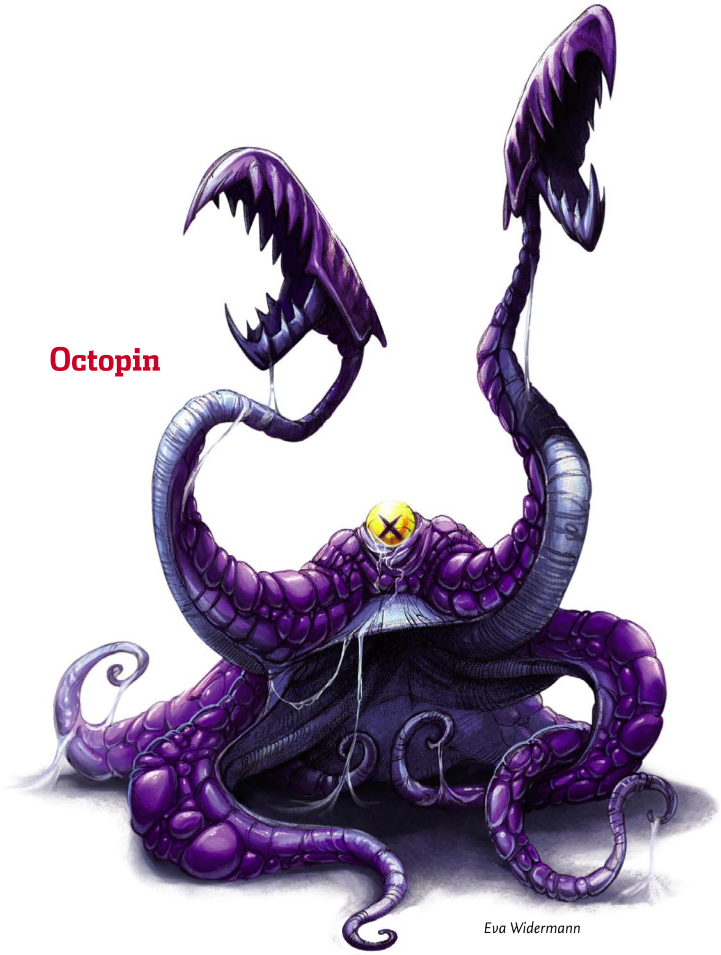
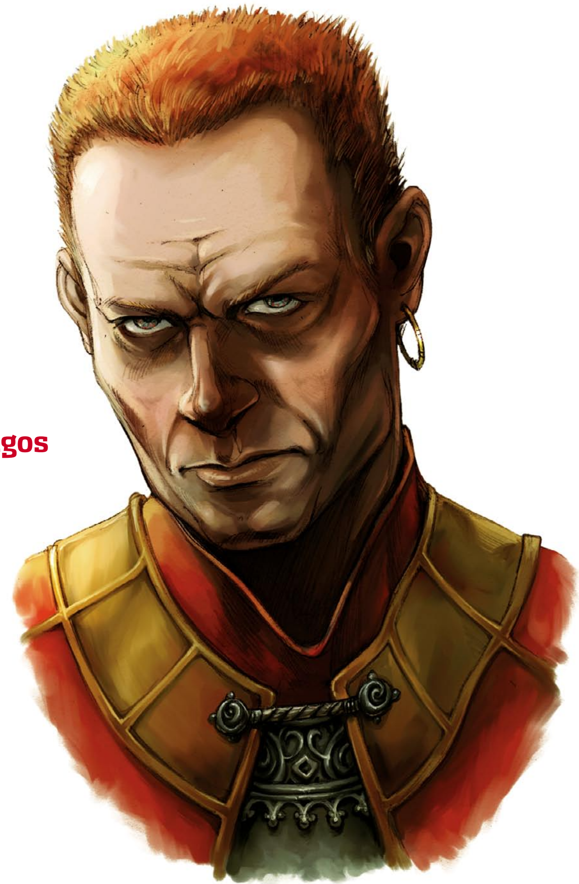


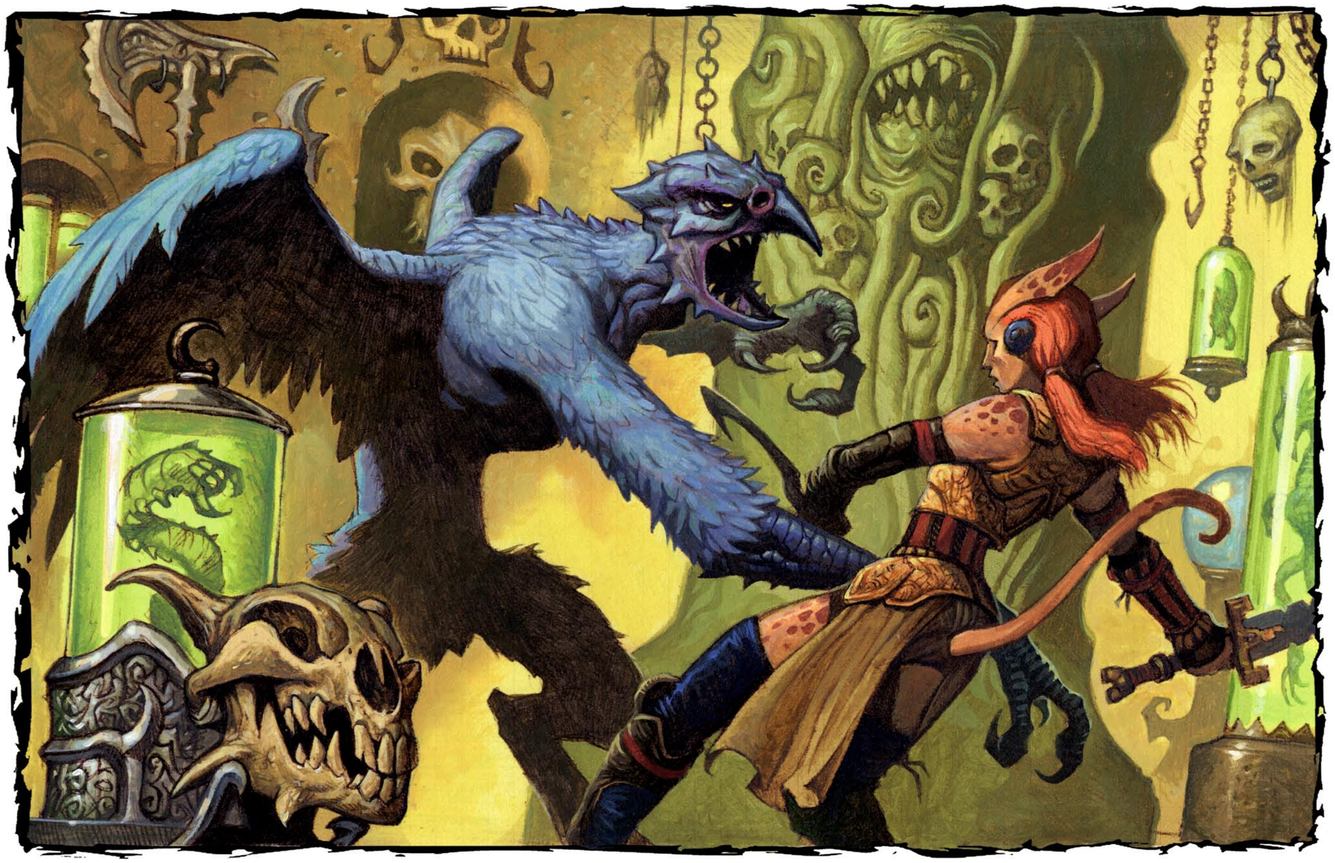
Octopin

Eva Widermann



Eligos

Eva Widermann



Steve Prescott

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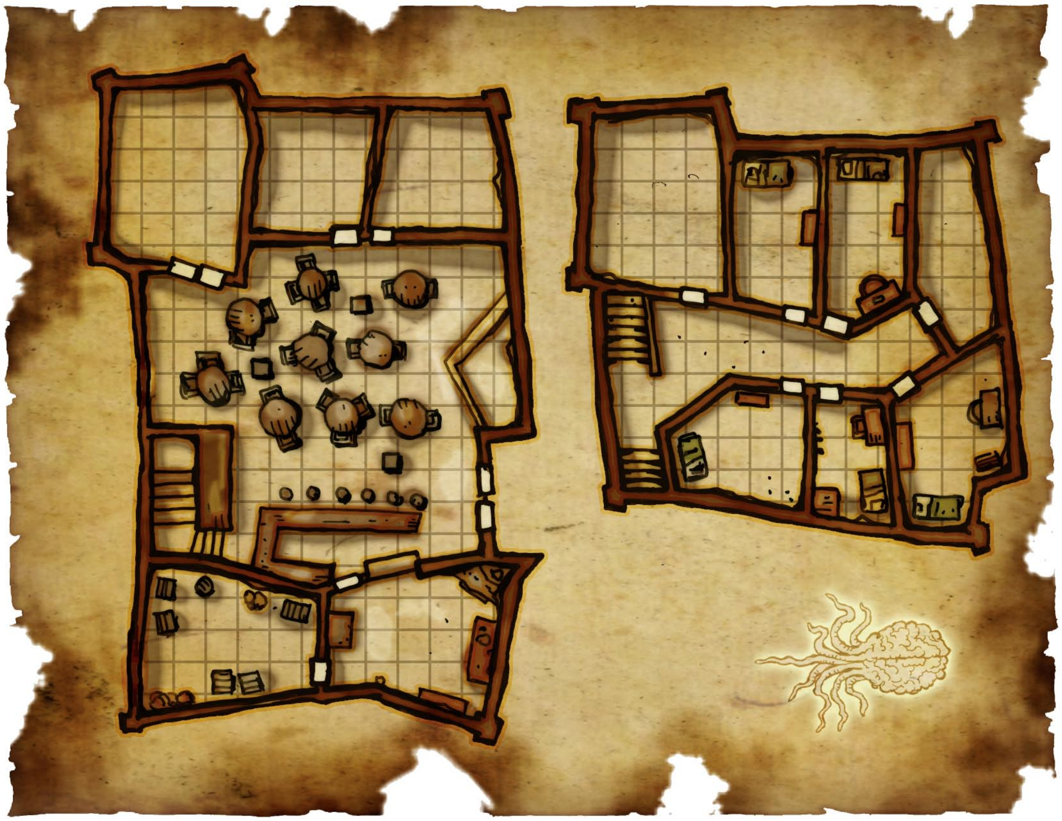
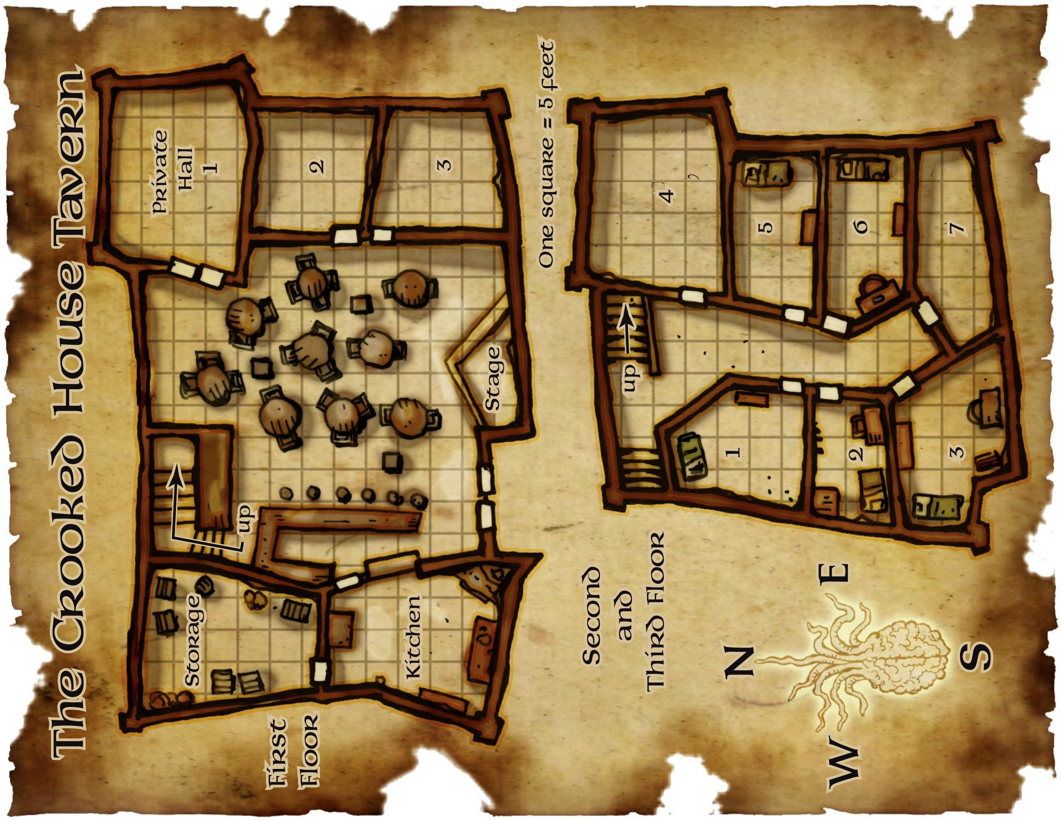


Robert Lazzaretti


The Crooked House Tavern
Private Hall 1
2
3
One square = 5 feet
Stage
up
Storage
Kitchen
First Floor
4
5
6
7
up
1
2
3
Second and Third Floor
N
E
S
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Robert Lazzaretti

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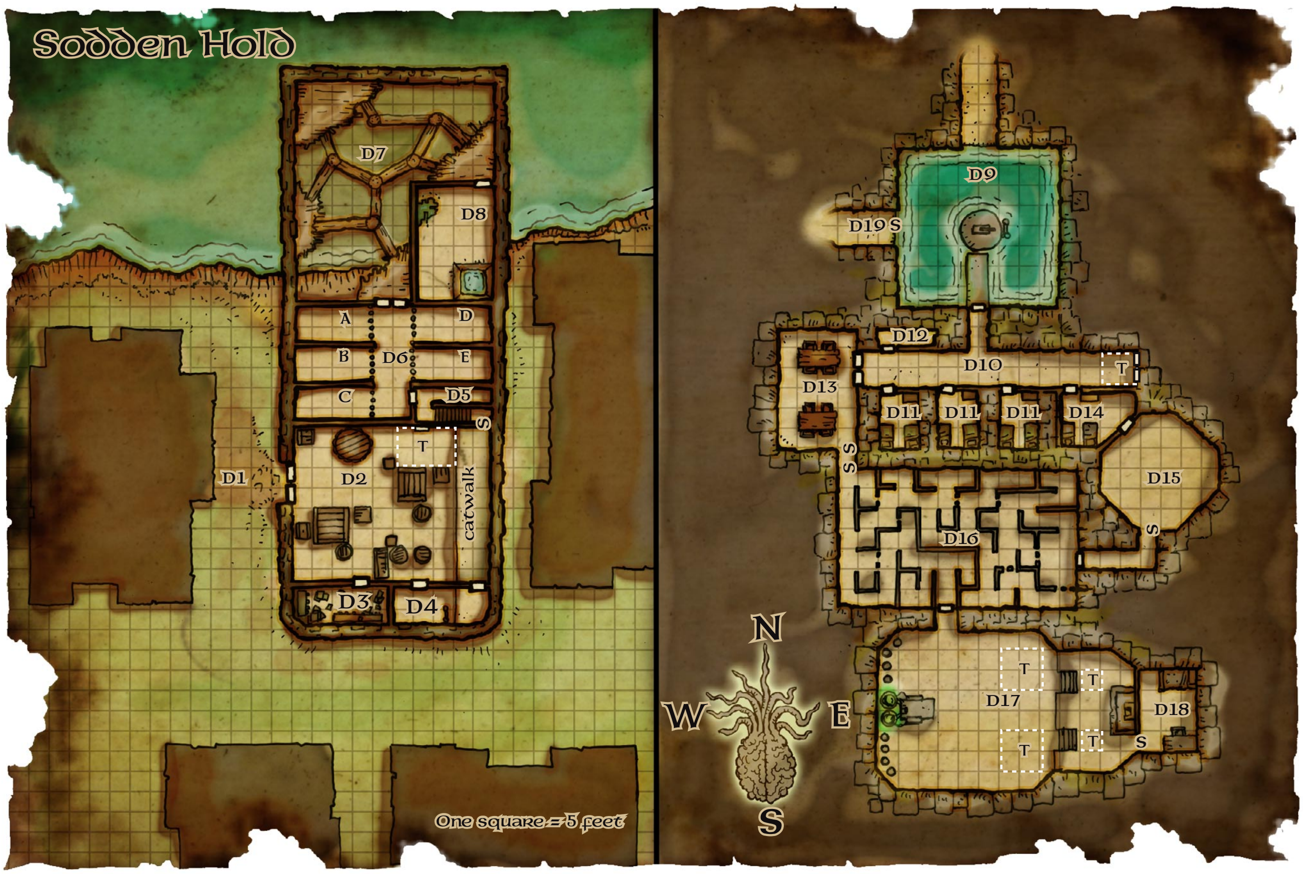
Sodden Hold
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A
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B
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S
T
D1
D2
catwalk
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One square = 5 feet
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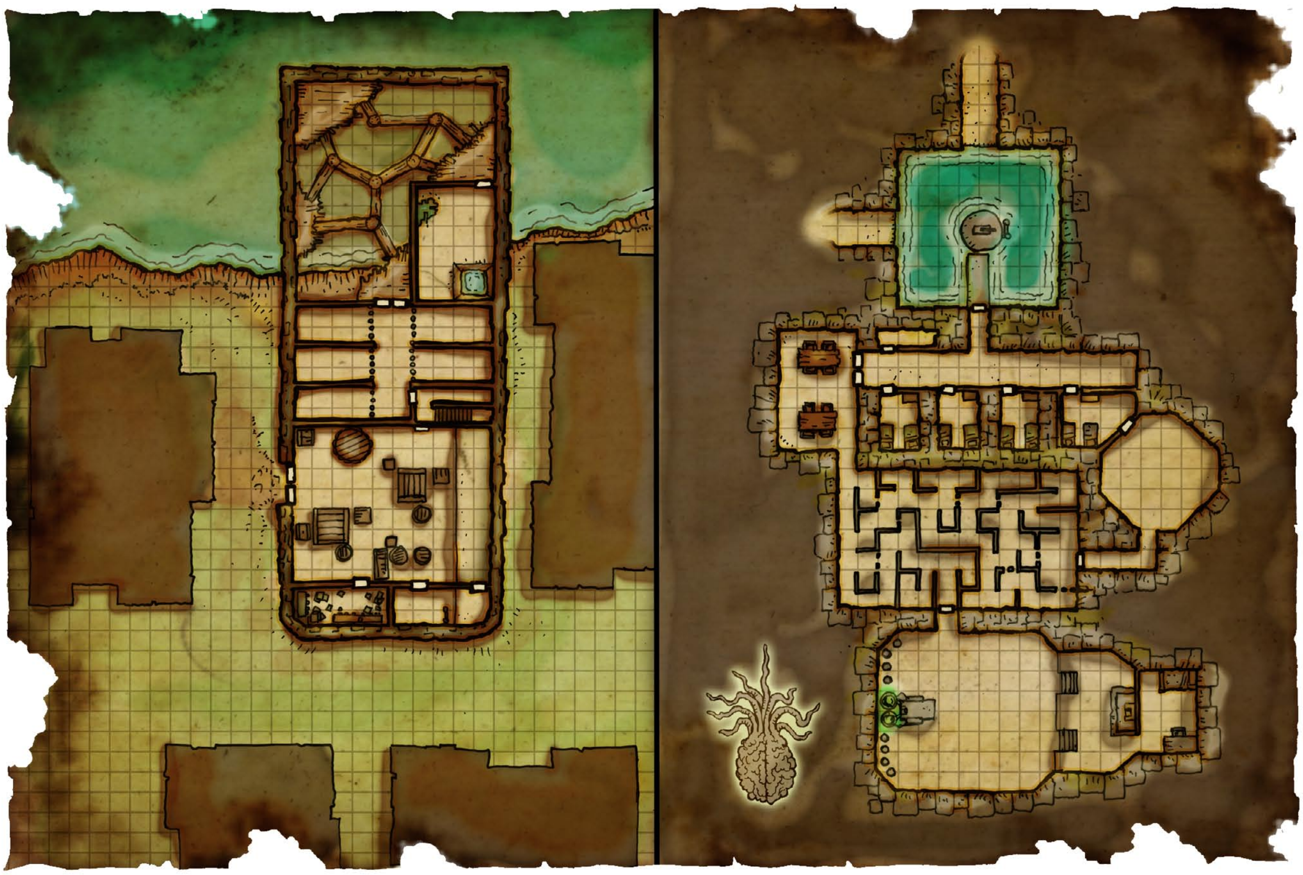

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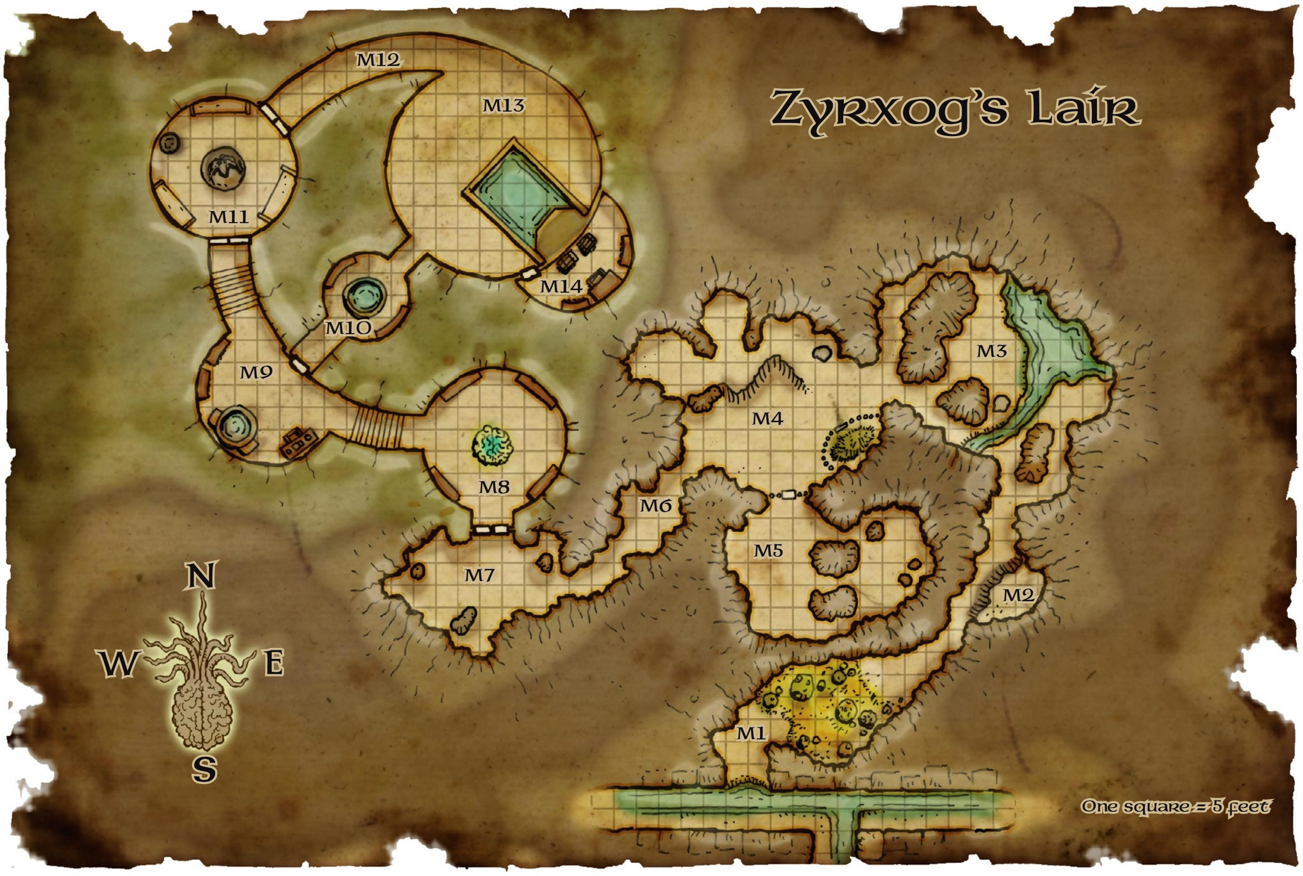
Zyrxog's Lair
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M13
M11
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E
S
M1
One square = 5 feet

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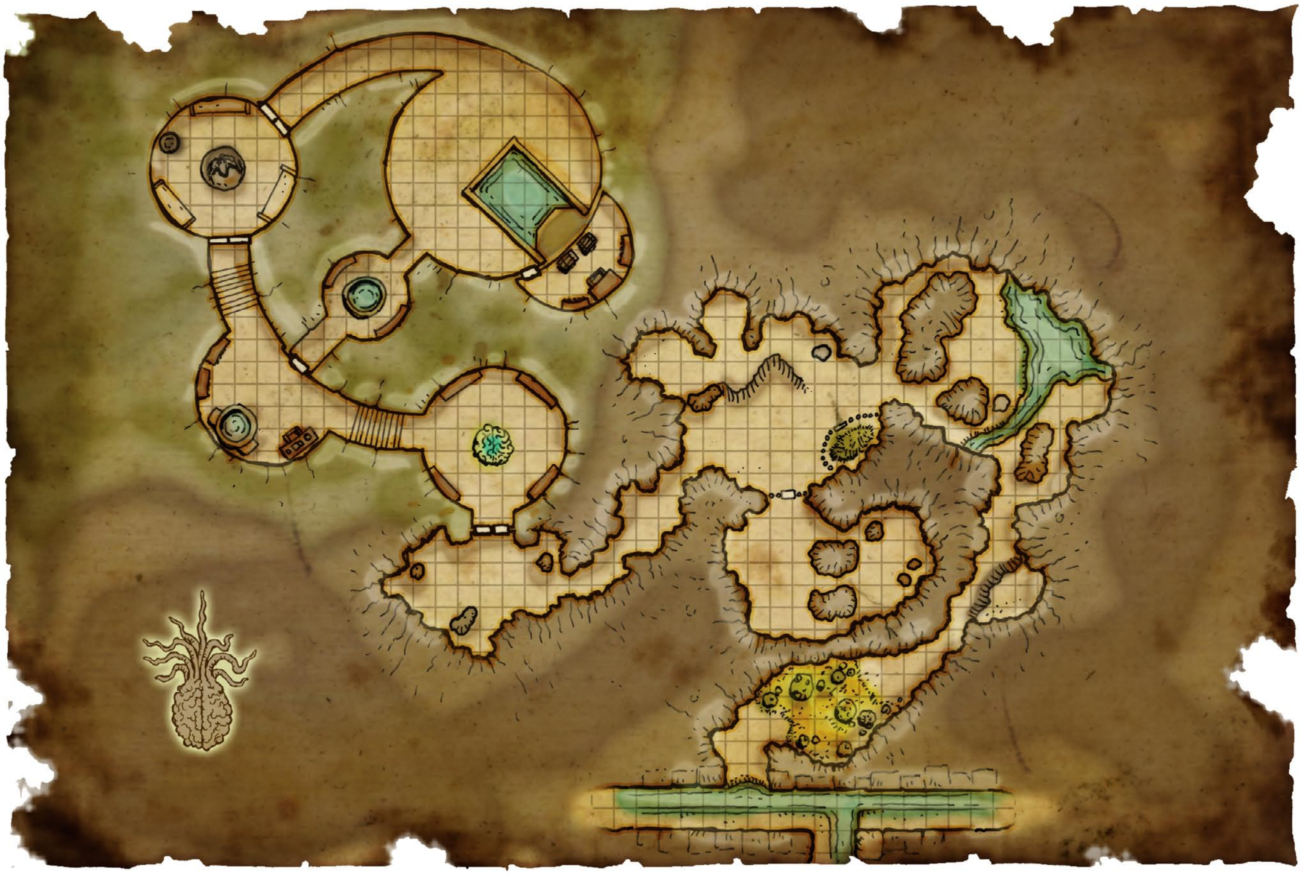

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Joachim '05

AGE OF WORMS

THE CHAMPION'S BELT

The Champion's Games are here! This annual event, organized and produced by well-known and well-liked public figure Loris Raknian, has long been a much-beloved tradition in the Free City. Gladiators come from distant lands to participate in the games, and the winner gains the honor of wearing the Champion's Belt for the next year, when he must defend his title from all challengers. Yet this year, something dire festers in the arena's foundations, for its director plots one of the final omens heralding the Age of Worms.

"The Champion's Belt" is a DUNGEONS & DRAGONS adventure designed for four 9th-level characters. It is also the fifth installment of the Age of Worms Adventure Path, a complete campaign consisting of 12 adventures, several "Backdrop" articles to help Dungeon Masters run the series, and a handful of poster maps of key locations. For additional aid in running this campaign, check out *DRAGON's* monthly "Wormfood" articles, a series that provides additional material to help players survive this campaign. Your PCs should hit 10th level at some point in this adventure, and if they need a place to spend their winnings from participating in the Champion's Games, check out issue #337 of *DRAGON* for guidelines on what they can purchase in the Free City.

Of course, you can also run "The Champion's Belt" as a stand-alone adventure, or even as a part of a campaign of your own design.

Adventure Background

Twelve years ago, the mighty gladiator Loris Raknian retired after a brilliant career in the Free City Arena. He used his influence to gain control of the arena, became a manager for promising gladiators, and invested most of the wealth he had amassed thus far in successful business activities. Today, Raknian's star is ascendant. He is well-loved by the citizens of the Free City, and his creation of the Champion's Games has created a solid flow of income into the city's coffers since its inception. This year's games mark the 10-year anniversary of their creation, and Raknian has promised the Free City an event that even the gods themselves will remember.

Yet in spite of his success and fame, the ageing Raknian has lived every day since his retirement in fear. Fear of death. His narcissistic personality could not tolerate the inevitable decline of his mortal body, and as the once indomitable gladiator of a thousand fights watched his hair turn gray and felt his bones begin to ache, he realized time was the only opponent he could not beat. Raknian secretly grew more and more jealous of the impudent, ambitious young gladiators who fought for glory in his arena. Yet he dared not endanger his public image, so he kept his jealousy well hidden. Over the years, this jealousy festered and ate at him from within. Raknian began to use his vast resources to search for a method to restore his vigor

BY TITO LEATI
BY JOACHIM BARRUM, STEVE PRESCOTT, AND EVA WIDERMANN
BY ROBERT LAZZARETTI
AGE OF WORMS CALLIGRAPHY BY DARLENE
ADVENTURE PATH | MID-LEVEL (6TH-12TH) | URBAN & DUNGEON CRAWL

and youth, but as one solution after the other proved false, his fear continued to grow. He turned to questionable allies and sinister sources as less distasteful methods of preserving his youth failed. He formed a close friendship with a cleric of Hextor named Theldrick during these during these dark times, and eventually became a hidden financial support of the Ebon Triad, Theldrick's heretical cult. In return for Raknian's donations, Theldrick put the aging gladiator in contact with a mysterious cleric the Ebon Triad had gone to for advice before. This was the sinister tiefling Bozal Zahol.

Bozal Zahol spoke of secret rituals and potent prayers that, if offered to his mysterious god, could halt the aging process. Bozal explained that his deity held the keys to decay, and only he could exempt a human from old age. Raknian was naturally suspicious, and when Bozal Zahol wouldn't offer him proof or reveal the name of his god, Raknian had the cleric escorted from his palace—but not before accepting a small magic token that would allow Raknian to contact Bozal if (when) he changed his mind. That would have been the end of the story, if not for a young woman named Lahaka.

Raknian kept many lovers and consorts over the years; as a man of wealth and power, he never lacked for companionship. Lahaka was an intriguing, exotic jewel from the distant south, and she caught Raknian's eye two years ago. He took her as his lover, and for a year they were happy. Yet Lahaka grew tired of Raknian's ego and self-importance, and when a young gladiator named Auric won the Champion's Games for the second year in a row, she made no secret of her admiration for the youthful, handsome warrior. When Raknian confronted her about this, she spurned him and said he had grown too old to satisfy her. In the grip of rage, Raknian strangled Lahaka. It was in this state of anger, madness, and morbid depression that Raknian called upon Bozal and told him he was willing to accept his wisdom in return for escape from the horrors of old age.

With the cleric's aid, the distraught Raknian was able to hush up Lahaka's murder and dispose of her body. Soon, her disappearance was forgotten. The director of the Free City Arena refrained from seeing other women and focused on his office. In his off hours, he spent much of his time with Bozal, learning more with each passing night of Bozal's god Kyuss and his dark promises. Raknian was intrigued by Bozal's words, recognizing many similar themes to the teachings of his old belief in the Ebon Triad. Yet Bozal's words seemed strangely more potent to Raknian. The two began to secretly prepare the ritual to mark Raknian as a favorite of Kyuss, since escape from decay was a favor granted only to his most devout worshippers. Such an unholy miracle also required a massive sacrifice performed by one of the Apostles of Kyuss and involving the "Blood of a Champion."

Raknian is now firmly in Bozal's clutches. The two have chosen this year's Champion's Games as the altar for their sacrifice to Kyuss, as Raknian has come to believe that the gladiators scheme against him and wait eagerly for his demise so one of them can replace him as the younger, more handsome director of the Free City Arena. One gladiator in particular, the fighter Auric, has become synonymous with Raknian's paranoia, and if all goes according to plan, it will be Auric's blood that anoints the Apostle of Kyuss on the eve of the final game.

Raknian's recent discovery of the destruction of the Ebon Triad cell in Diamond Lake (along with the loss of his old friend Theldrick) concerns the old gladiator greatly. What if these adventurers discovered the link between him and Theldrick? Raknian took no chances, and in the previous adventure tried to have the PCs killed.

Adventure Synopsis

"The Champion's Belt" allows the PCs to participate in the Champion's Games, and gives them a chance to prevent the sacrifice to Kyuss scheduled for the last day of the celebration. Further, it gives them a chance to defeat Raknian, whom they learned at the end of the previous adventure, "The Hall of Harsh Reflections," had paid for their assassinations. Yet Raknian is a well-loved public official, and as such he is difficult to reach.

The answer comes from a beautiful and mysterious woman named Celeste. She puts the PCs in contact with one of her friends, a bard named Ekaym Smallcask who is seeking a band of gladiators to sponsor in the Games. Ekaym has a hidden motive for his gladiators, for it was his sister Lahaka who went missing months ago in the arena. He hopes that the PCs get a chance to explore the chambers below the arena in between their public fights and discover what happened to his sister.

As participants to the tournament, the PCs must spend several days in the arena understructure, where they also have a chance to discover the Apostle of Kyuss and prevent its terrifying rise. During the day, they must battle other gladiators in the arena to reach the final, fateful match of the Champion's Games.

Adventure Hooks

"The Champion's Belt" is meant to serve as an episode of the Age of Worms Adventure Path. If you have played through the previous four installments of the adventure path, the heroes suspect that Loris Raknian is an associate of the Ebon Triad, as he attempted an assassination against them. Raknian is a very powerful figure in the Free City, and is also very popular in his role of director of the arena. This means that the heroes have little hope to turn the authorities against him in a short time, even with the evidence from the mind flayer's ledger from "The Hall of Harsh Reflections." Raknian is reluctant to take direct action against the heroes at this time as he is very busy with his office and his dark schemes. If the heroes accept Celeste's suggestion to enroll in the Champion's Games, the director of the arena actually sees this fact as an opportunity to get rid of them, and eagerly observes the PCs as they make their way to the last round of the tournament.

This adventure serves well outside the context of the Age of Worms Adventure Path for any city with a gladiatorial arena and a party in need of an infusion of cash. In this case, the subplot of discovering what happened to Ekyam's sister becomes the primary plot of the adventure.

In any event, the one thing the PCs need to know about before starting this adventure is that Loris Raknian recently purchased an item called the *Apostolic Scrolls* from a disreputable source.

If you've played "The Hall of Harsh Reflections" the PCs probably learned this by investigating Zyrxog's ledger. Otherwise, you should have the PCs discover this information in a prior adventure, perhaps in the form of a receipt in a smuggler's den.

PART ONE: AN OPPORTUNITY FOR VIOLENCE

Give the PCs time to recover from their battles against Zyrxog the mind flayer before starting this adventure. The PCs are probably itching to confront Loris Raknian or considering the wisdom of skipping town, but give them some time to talk over their plans. At some point before they take matters into their own hands or flee town, they receive word from Eligos that he's got some information for them about their discoveries in Diamond Lake, and invites them to dinner at his house in the Garden District of the Free City.

Eligos's house is a white marble manor. The interior is equally ostentatious and impressive. A more detailed description of his manor appears in "The Hall of Harsh Reflections," in *Dungeon* #127.

When the PCs arrive, they are shown into the parlor by Eligos's aged elven manservant **Pollard** (N male elf expert 2). **Eligos** (LN male human fighter 2/wizard 7/loremaster 2) is already waiting for them, seated in a tall, velvet-upholstered chair. Several other chairs sit in the room (one for each PC), arrayed around a low table set with several tantalizing dishes. Eligos rises as the PCs enter the room.

> "Good evening, my friends! I trust you brought your appetites? I tend to eat dinner as I get the chance, and I hope this somewhat informal repast doesn't offend you. Good, I thought not. In any event, let's eat—after dinner, I'll tell you what I've learned of your little green worms."

The dinner itself should be pleasant and idle, with Eligos asking the PCs to recount tales of their adventures up to this point. When dinner is over, he takes the various items and notes that the PCs had given him to research and begins telling them what he's learned.

Some of the items the PCs give Eligos (Zosiel's silver diadem, the two demon horns, and the inactive *talisman of the sphere*) have nothing to do with the Age of Worms. Eligos can tell them some tidbits of information (the horns once belonged to a fiend named Kizarvidexus who was slain by a wind duke named Icosiol, for example), but the true finds are: the preserved Kyuss worm, the slow worm tainted potions, Theldrick's journal, Grallak Kur's encrypted scribblings, and news of infested dragon eggs. You should roleplay the sage's lecture to the PCs, but make sure he conveys the following key pieces of information before ending the encounter.

- All of these clues point to the involvement of a minor deity of the creation and mastery of undead called Kyuss.
- The worm-infested undead are the most notorious (and the least dangerous) of Kyuss' spawn. Their presence in the region, combined with the discovery of the various worms, indicates that the cult of Kyuss is certainly becoming more active in the area. Spawn of Kyuss are especially dangerous in that they are horrifically fecund.
- The cult of Kyuss has traditionally been small, often consisting of single priests who live double lives as upstanding citizens. Recent evidence suggests that the Ebon Triad may have involved the smaller (but older) cult of Kyuss in its schemes. Eligos suspects some dark purpose behind this sinister alliance, possibly related to the coming Age of Worms.
- Tales of the Age of Worms itself are as old as anything. Often known by other names (the End Times, The Dark Age, and the Eternal Ruin among others), the Age of Worms is an ancient set of prophecies that speak of a transformation of the world, of a time when life gives way to something else. These prophecies are recorded in certain rare texts like the *Book of Vile Darkness*, *Libris Mortis*, the *Necronomicon*, and the *Apostolic Scrolls*, and are inscribed on the walls of ancient ruins across the world. Many cults and soothsayers have developed their own theories about the Age of Worms, but Eligos has never seen so many references to it from so many different sources as the information the PCs provide him. Something is certainly building.

If the PCs don't mention Loris Raknian's purchase of the *Apostolic Scrolls* on their own, they'll certainly be moved to do so when Eligos mentions them. Upon finding out that these fabulously rare scrolls are in town, and worse, that someone as important as Loris Raknian has purchased them, Eligos's countenance turns dark. He can tell the PCs little about the *Apostolic Scrolls* save that they are reputed to have been penned by Kyuss himself and detail the creation of the ulgurstasta. These massive undead creatures are capable of consuming the living and regurgitating them as undead. The *Apostolic Scrolls* are said to contain rituals that allow an ulgurstasta to create even more powerful undead, spewing them out at a tremendous rate.

As their meeting draws to a close, Eligos recommends that the PCs investigate Loris Raknian and his unsettling interest in the *Apostolic Scrolls.* If the PCs tell him that Raknian's already tried to have them killed, Eligos nods and observes that this just further damns the director of the Free City Arena. Obviously, he learned of the PCs' actions in Diamond Lake and took matters into his own hands. Eligos recommends caution; Raknian is a powerful man and remains quite popular with the city government. Any direct confrontation would only reveal to him the extent of the PCs' knowledge, and force him to cash in a few of the numerous favors the city government owes him. A wiser course of action would be to infiltrate the arena itself and find more concrete evidence that Raknian's up to no good. If the PCs can find proof that he means ill will to the Free City itself, they'll have no problems convincing the government to help. And if they can recover the *Apostolic Scrolls* (and find out what Raknian intends to do with them) while they're at it, so much the better.

Raknian obviously knows who the PCs are, and normally this would make it difficult for them to get into the arena to investigate the director. Fortunately, the Champion's Games are starting in a few short days, and Raknian doubtless has much else on his mind. In fact, Eligos says he might have just the opportunity the PCs are looking for. He tells them that one of his friends came to him just yesterday, seeking a group of heroes to enter the Champion's Games. What better way to sneak into the arena than under the guise of gladiators? Eligos promises the PCs that he will put his friend, a woman named Celeste, in contact with them as soon as possible. Until then, they should rest and recover from their adventures.

Meeting Celeste

Give the PCs time to recover from their previous adventures and perhaps make a few magic items or explore the surrounding neighborhood. Refer to the "Backdrop: The Free City" article in this issue of *DUNGEON* for inspiration. Eventually, a day or two before the Champion's Games are set to begin, the PCs are visited at the Crooked House (or wherever they may be staying in the city) by Celeste, a beautiful human woman who is more than she seems (see the sidebar "A Familiar Face").

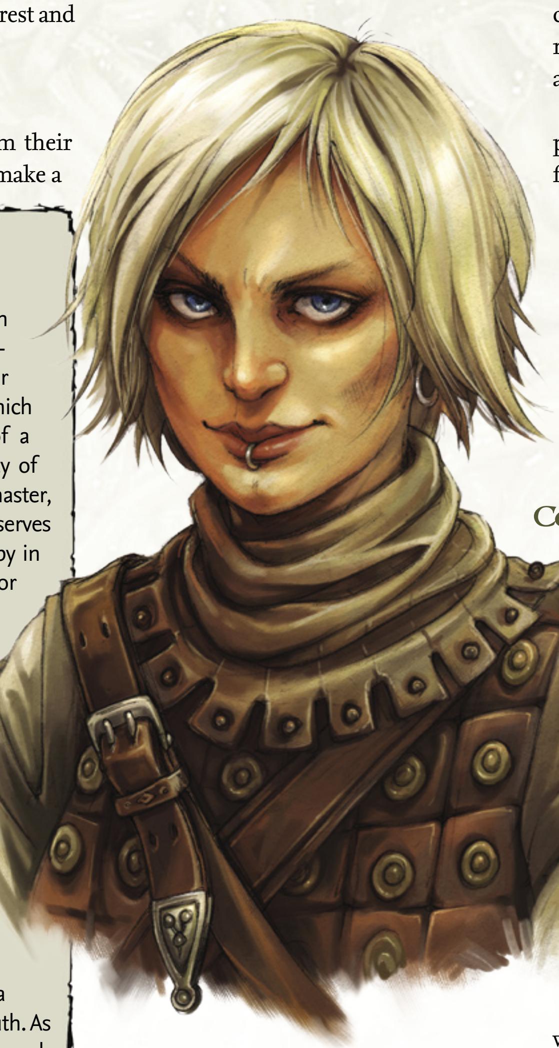
Celeste (CG female ghaele eladrin bard 4) is accompanied by a handsome but rather short fellow in his late thirties who wears a fine blue robe, polished knee-high boots, and carries a lute slung on the shoulder. This is her close friend **Ekaym Smallcask** (NG male human fighter 3/bard 4/high handcrafter 3), a member of a secret society of merchants known as the Chisel. Ekaym's stats are not presented here as he is unlikely to get into combat—he possesses levels in a specialized prestige class called the high handcrafter which is detailed in the Shackled City Adventure Path.

After introductions, Celeste says that her friend Eligos told her that the PCs are seeking a sponsor for the Champion's Games. She suspects that they may have their own reasons for wanting to get into the arena, but trusts Eligos enough that she doesn't need to know the details. All that concerns her is that the PCs come highly recommended by the sage and should be able to help her friend Ekaym.

Celeste informs the PCs that all participants in the Champion's Games must fight for a licensed manager. These licenses are difficult to come by, but fortunately for the PCs Ekaym happens to posses just such a license but has no gladiators to fight for him. Ekaym is a visiting merchant from the distant south, in the Free City for an extended period. He asked Celeste for help in recruiting some gladiators.

A little flamboyant and loud, Ekaym is still a likable-enough fellow. He seems to be up front about his interest in the Champion's Games—managing a successful group of gladiators is a great way to make a lot of money and meet a lot of women. If the PCs tell him about their personal goals in the arena, he cuts them off before they get too far into it. As long as their antics don't jeopardize their fights, he doesn't care what the PCs are up to.

Of course, Ekaym has another, deeper motivation—his older sister was Lahaka, the woman Raknian secretly murdered a year ago. An entertainer of some fame, Lahaka's disappearance has tormented Ekaym for months and only recently has he managed to track down her last-known location, as one of Raknian's favored consorts. Arriving at the Free City a few weeks ago, Ekaym found out about the Champion's Games and purchased a manager's license at great expense on the Free City black market. He's found that recruiting a competent, trustworthy group of "gladiators" is a more difficult prospect, and turned to Celeste for aid. He hopes that the PCs



Celeste

A Familiar Face (sort of)

Players and DMs who have been through the Shackled City Adventure Path no doubt remember Celeste from that campaign, in which she was investigating rumors of a dangerous cult hidden in the city of Cauldron at the request of her master, the archmage Manzorian. Celeste serves Manzorian as a diplomat and a spy in regions as close as the Free City or as distant as Cauldron. When on mission, she typically adopts a disguise (using *disguise self*) to allow her to more handily blend in with her targets. In the Shackled City Adventure Path, she was investigating rumors of corruption in the nobility and adopted the guise of a visiting noble woman. In the Age of Worms, her quarry is seedier—she's investigating a smuggling network that may be connected to a notorious band of slavers to the south. As such, she's adopted the guise of a rough and ready rogue. When speaking to the PCs, though, she allows her true personality to shine through—that of a good-natured and funny woman who values friendship greatly.

If a PC uses *true seeing* or other means to penetrate her disguise, they see Celeste in her true form—that of a beautiful elven woman that radiates light. Celeste is a ghaele eladrin bard 4; her statistics are not presented here, as she has other matters to attend and doesn't have time to directly aid the PCs.

snoop around the arena and find out what may have happened to his sister.

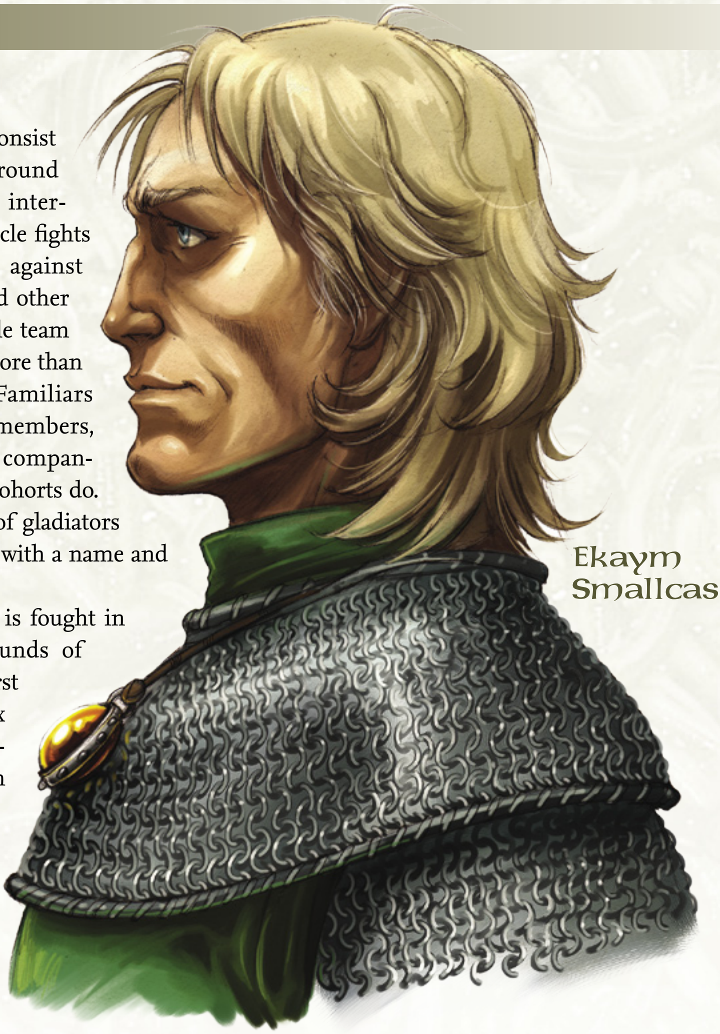
Assuming the PCs are interested in becoming gladiators, Ekaym shakes their hands and offers to buy them dinner while he goes over the competition's rules. Celeste takes her leave of the party, but as she does she says that if they do well in the games, she may have need of their services again in the future.

Ekaym initially asks for 50% of the tournament winnings, but a Diplomacy check can reduce his share. With a DC 15 Diplomacy check, he agrees to lower his share to 30% of the total winnings. With a DC 30 Diplomacy check, he agrees that splitting the winnings evenly between himself and all of the PCs is acceptable. Once the deal is set, the PCs must sign their names to his gladiator license. He tells them they may spend the next few days as they wish, but that they must be at the Free Dinner at no later than 6:00 PM the evening before the games begin or they'll be disqualified before they start.

PART TWO: THE CHAMPION'S GAMES

The Champion's Games is a five-day-long gladiatorial tournament that takes place annually in the Free City Arena. The games themselves consist of a massive four-round elimination event, interspersed with spectacle fights that pit gladiators against exotic monsters and other unique foes. A single team can consist of no more than eight members. Familiars do not count as members, but larger animal companions, mounts, and cohorts do. Finally, each team of gladiators must identify itself with a name and designate a leader.

The tournament is fought in four successive rounds of elimination. The first round consists of six battles of free-for-all combat between groups of four teams. The second day is for resting and recuperating. The six winners of the first round of battles are paired off into



Ekaym Smallcask

Champion's Games Timeline

Day 0, 6:00 PM: Event 1—The Free Dinner
Day 0, 8:00 PM: Event 2—Into the Coenoby
Day 1, 10:00 AM: Event 3—First Battle
Anytime after Event 3: Event 4—Ekaym's Request
Day 3, 2:00 PM: Event 5—Second Battle
Day 4, 12:00 PM: Event 6—Madtooth the Hungry
Day 5, 12:00 PM: Event 7—Final Battle

Champion's Prizes

Prizes are awarded after each fight. Loris Raknian personally hands over the trophy and the cash prize to the gladiator team's manager up in the stands, while the winning gladiator team gets a few moments to bask in the glory of their win before the crowd before they are escorted back to area **H** and thence back to the Coenoby. Traditionally, the team's leader keeps any trophies and splits the cash payout with the gladiators.

The prizes for each day break down as follows.

Day 1: Winning teams of the first round recieve a bronze trophy depicting a bull (worth 100 gp) and a cash payout of 2,000 gp.

Day 2: No fights occur on this day. The winning teams can rest and relax in the Coenoby while the arena above is utilized for games, demonstrations of magic, and non-tournament mock battles.

Day 3: Winning teams of the second round recieve a silver trophy depicting a dwarf gladiator (worth 500 gp) and a cash payout of 5,000 gp.

Day 4: Winning teams of the third round recieve a gold trophy depicting a human gladiator (worth 1,000 gp) and a cash payout of 10,000 gp.

Day 5: The winner of the Champion's Games wins the right to wear the Champion's Belt (worth 2,000 gp) for a year, along with a cash payout of 20,000 gp.

We Won't Play Gladiator!

If the PCs don't want to prove themselves in the Champion's Games, don't push them to become gladiators, since they'll probably resent your attempt at railroading. Make it clear, however, that the decision to not take part in the tournament cannot be reconsidered once the Games have begun.

The PCs can still watch the Champion's Games as spectators. The PCs can still place bets on gladiators involved in the Champion's Games with the local bookmakers.

Although the PCs will miss the excitement of the arena battles, they must still plan their infiltration of the arena substructure. Penetrating this area from outside is a difficult task, for Raknian's guards are constantly stationed at every entrance and don't allow just anyone to enter. A DC 40 Diplomacy check is good enough to convince the guards to let the PCs in (or a DC 25 Diplomacy check, along with a bribe of at least 500 gp). Reaching the understructure without risking a major fight with Raknian's troops is impossible, and alternative ways require appropriate magic and/or skill.

A safer way to reach the understructure is via *dimension door* or *teleport*, but the use of these spells is limited by the party's knowledge of their destination. Any ex-participant of the tournament (DC 20 Gather Information to locate) can supply the necessary information about the Coenoby and other locations he visited.

As a last resort, the PCs can make a DC 25 Gather Information check to learn of rumors that a secret passage somewhere in town leads to the old tunnels that run under the arena foundations. This passage eventually connects to the Service Level of the undestructure (area **15**). The location of the secret passage is up to you, and finding/using it can be an interesting side trek in the Free City.

three team-versus-team battles on the third day. On the fourth day, two of the three remaining teams fight each other, while the third team fights a special exhibition match against an exotic monster. The fourth and final round is a face-to-face battle between the two remaining teams on the fifth day. As a general rule, the team that fought the monster the day before tends to have a slight advantage over the other team, since the monster fight usually ends up consuming fewer resources than a full-on battle against another team of gladiators. The winner of each round is awarded a generous prize to be shared among the team members and their manager.

The first day of the Champion's Games begins with the Free Dinner, a sumptuous outdoor banquet held on the battleground of the arena itself at sundown. The Free Dinner involves hundreds of people and is open to Loris Raknian and his retinue, the licensed managers, the gladiators, and the most affluent among the Free City's nobility. Wagers are placed as the nobles have the opportunity to meet the gladiators and evaluate their might and commeasure the first bets.

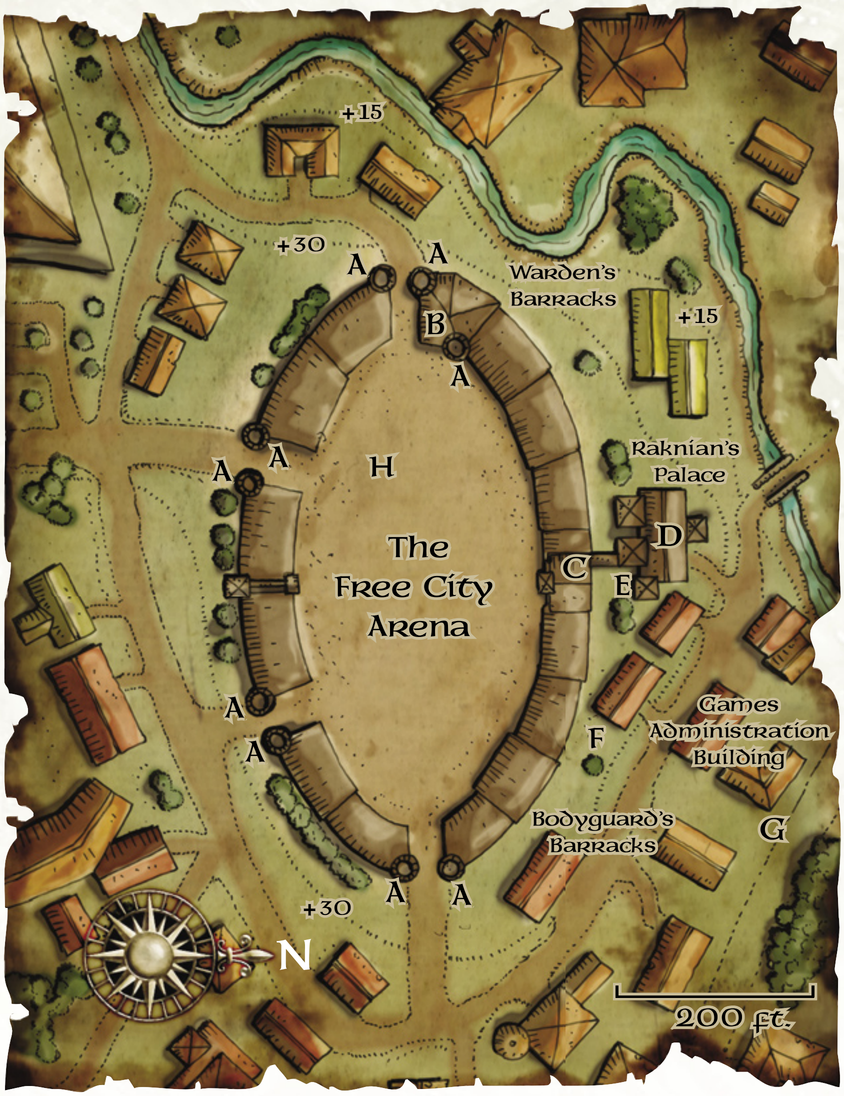
After the Free Dinner, the gladiators are escorted to a huge underground cave below the arena. This is the Coenoby (pronounced see-no-bie), and it is home for the gladiators until their elimination from the competition or the end of the Games. During the time the gladiators are confined to the Coenoby, they are allowed meetings with their managers every other day. Any team not responding to a fight's roll call or found guilty of violating any rules of the tournament is immediately disqualified and expelled from the Coenoby by Raknian's elite guards.

The Arena Grounds

The Free City Arena stands on a hillock in the northern part of the Free City. During his time as director, Loris Raknian has purchased many of the buildings surrounding the arena, and has seen to the renovation of the ancient structure's watchtowers, creating an effective safety cordon around the arena itself. Raknian built a large barracks for his guards into a section of the arena terraces and has chosen a nearby building as his personal residence, expanding it and connecting it to the arena's main tribune (see the Arena Grounds map).

The arena can seat 18,000 spectators if they squeeze, but the Champion's Games usually draws (still respectable) crowds of about 10,000. Seating occurs in 12 banks of 1,500 seats each. All the seats offer splendid views of the field. During the Champion's Games, there are three types of seats for sale. The majority of the seats are high in the tiers and sell for 1 sp per day. The lower seats closest to the action sell for 1 gp a day. The 500 most expensive seats are situated in the section nearest Raknian's palace. These seats are cushioned, shaded, and well-staffed by vendors; they sell for 50 gp a day.

During the day, the main gates of the arena are open to the public, and everyone



can watch workers prepare the arena for the games. As the Champion's Games become imminent, carpenters, smiths and stage workers work feverishly to get everything ready. As they toil, a robed figure supervises them—this is **Talabir Welik** (N male human wizard 7), the tournament's referee. A neutral wizard and totally extraneous to Raknian's evildoing, Talabir is concerned primarily with making sure the games themselves run smoothly. He takes his responsibility as referee of the Champion's Games very seriously, and follows the rules literally. Welik's toad familiar, Dreemik, spends most of the time dozing in the wizard's coin pouch, pretending to be a dragon sleeping on his hoard.

The following brief descriptions apply to the map of the Free City Arena.

A. These watchtowers are all manned by four **Arena Wardens** (human warrior 2) during games. Their primary purpose is to add ambience to the proceedings, but in the case a fight gets out of control and spills into the crowd they are expected to do what they can to contain panic.

B. A passage in the basement of the Warden's Barracks leads to the Service Level (area **1**). This entrance is used by guards who patrol the Service Level, as well as visitors to the lower levels (such as gladiator managers).

C. A passage from Raknian's Pavilion leads to the Service Level (area **5**); this entrance is used by servants who work in the Service Level.

D. The entrance to this hidden passage in the wall of one of Raknian's wine cellars can be found with a DC 25 Search check. It leads to the Shrine of Kyuss (area **30**).

E. This passage leads from the ground floor of Raknian's Palace to area **5** of the Service Level. This entrance is the one Raknian and his guests use when visiting the Service Level.

F. This 15-foot-deep, 2-foot-wide chimney leads to the Coenoby kitchen (area **17**). The chimney top has an iron grate over the top (hardness 8, hp 30, Break DC 28). A DC 15 Climb check is required to navigate the chimney.

G. This 3-foot-wide maintenance manhole leads to the sewer system that can eventually lead the PCs to the sewer collector room under the arena (area **22**).

H. This is a lift to area **1** of the Service Level. This is the entrance that gladiators use to enter and exit the arena.

Loris Raknian

Loris Raknian often wanders the arena grounds during daylight hours, supervising the work or rebuking some hapless laborer. The director of the arena always appears fully armed and accompanied by a group of his bodyguards. Raknian encounters the PCs numerous times during the adventure, so his statistics are presented here.

Loris Raknian is a tall, heavily muscled man in his early 50s. Famous for his great strength, Raknian remains an exceptionally hardy man today. He has short grizzled hair, a strong jaw, and small gray eyes.

LORIS RAKNIAN CR 13
Male human fighter 13
LE Medium humanoid
Init +4; **Senses** Listen –1, Spot –1
Languages Common

AC 22, touch 12, flat-footed 22
hp 102 (13 HD)
Fort +10, **Ref** +4, **Will** +5

Spd 20 ft.
Melee *+1 mighty cleaving bastard sword* +19/+14/+9 (1d10+6/17–20)
Ranged mwk dagger +14 (1d4+3/19–20)
Base Atk +13; **Grp** +16
Atk Options Cleave, Improved Bull Rush, Power Attack
Combat Gear *potion of cure serious wounds*

Abilities Str 16, Dex 11, Con 14, Int 11, Wis 9, Cha 16
Feats Athletic^{B}, Cleave^{B}, Exotic Weapon Proficiency (bastard sword)^{B}, Greater Weapon Focus (bastard sword)^{B}, Improved Bull Rush, Improved Critical (bastard sword)^{B}, Improved Initiative, Iron Will, Leadership, Power

Attack^{B}, Toughness, Weapon Focus (bastard sword)^{B}, Weapon Specialization (bastard sword)^{B}
Skills Climb +18, Handle Animal +13, Intimidate +13, Jump +4, Ride +10, Swim –3
Possessions combat gear, *breastplate of command*, *+2 buckler*, *+1 mighty cleaving bastard sword*, 3 masterwork daggers, *cloak of Charisma +2*, *ring of protection +2* (shaped like coiling serpents)

Raknian's Security

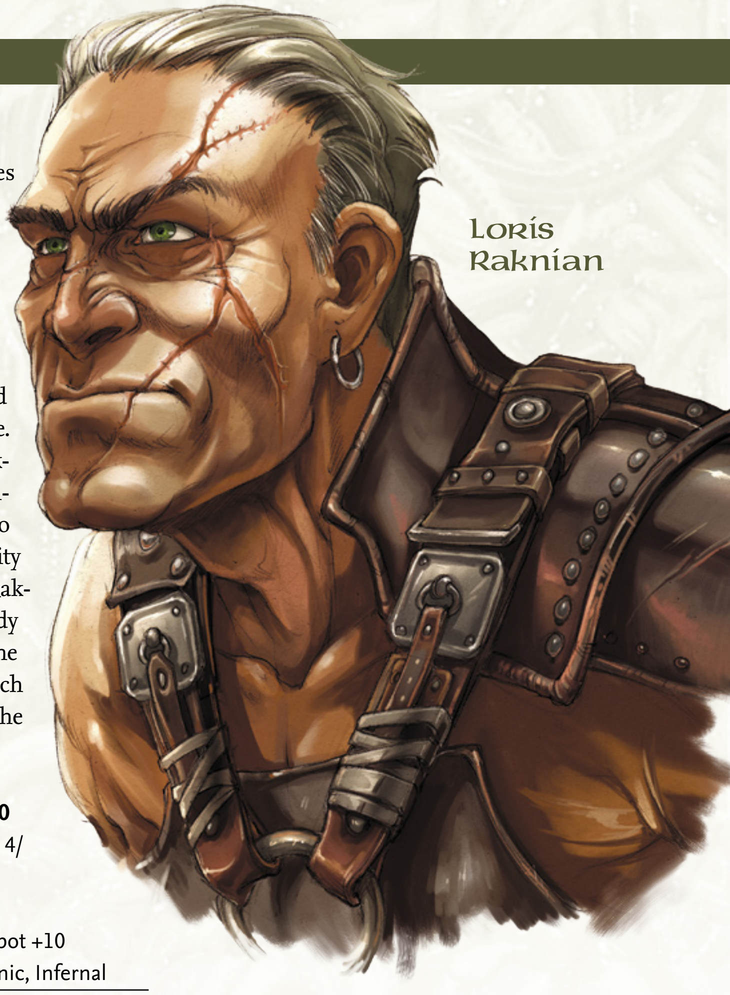
Raknian employs a small army of guards, including an elite group of ex-gladiators and ex-adventurers for the arena's security. These guards are well paid, but their loyalty to Raknian is equally inspired by the director's legendary lack of mercy when dealing with incompetence, insubordination, and sloth.

The majority of Raknian's guards are the **Arena Wardens**, 2nd-level human warriors armed with short bows and shortspears and clad in studded leather armor. These guards reside in the Warden's Barracks and patrol the arena grounds, man the watchtowers, and guard the outlying buildings. They wear blue cloaks with large clasps shaped like Raknian's bastard sword.

During big events like the Champion's Games, the wardens are augmented by a number of **Pouncers** (human commoner 2) hired by Raknian for crowd-control purposes on the arena terraces. The pouncers are unarmored humans or half-orcs armed with clubs, and are active only during daylight hours. They are recognizable only for their blue tabards. Pouncers patrol in pairs, and report to the warden sergeants stationed in the watchtowers.

Raknian's 30 personal guards, the cream of his forces, reside in the Bodyguards' Barracks and are under the direct command of Raknian's trusted cohort, Okoral. These bodyguards wear distinctive purple cloaks and are charged with three directives: protect Raknian from direct attacks, respond to alarms raised in Raknian's Palace or the arena understructure, and patrol the Service Level of the understructure after hours.

While these bodyguards are loyal, they do not share Raknian's cruelty, nor do they know the full story behind his personal escapades. The same does not hold true for Captain Okoral. Okoral is a middle-aged and quite skilled assassin with a powerful yet lithe figure. He is tanned, clean-shaven and sports a thick crew cut, and looks younger than his age. He is rarely seen with Raknian in public, but has periodic meetings with him to discuss questions of security and intelligence. When Raknian needs something shady handled, and he can't trust the matter to outside agents (such as the mind flayer Zyrxog), he turns to Okoral.


Loris Raknian

Captain Okoral **CR 10**
Male human rogue 3/fighter 4/assassin 3
LE Medium humanoid
Init +7; **Senses** Listen +10, Spot +10
Languages Common, Draconic, Infernal

AC 20, touch 14, flat-footed 17; Dodge, uncanny dodge
hp 45 (10 HD)
Fort +6 (+7 vs poison), **Ref** +10, **Will** +2

Spd 30 ft.
Melee *+1 wounding short sword* +13/+8 (1d6+4 plus wounding) or
+1 wounding short sword +11/+6 (1d6+4 plus wounding) and
+1 short sword +11/+6 (1d6+3)
Ranged mwk light crossbow +12 (1d8/19–20)
Base Atk +8; **Grp** +9
Atk Options sneak attack +4d6
Special Atk death attack (DC 15)
Combat Gear *potion of cure moderate wounds*, *potion of haste*, *potion of resist fire 10*, 8 doses of blue whinnis poison, 2 doses of purple worm poison
Spells Prepared (CL 3rd):
2nd (1/day)—*cat's grace*, *invisibility*
1st (3/day)—*disguise self*, *feather fall*, *true strike*

Abilities Str 13, Dex 17, Con 10, Int 14, Wis 8, Cha 12
SQ poison use, trapfinding, trap sense +1
Feats Alertness^{B}, Dodge, Improved Initiative, Improved Two-Weapon Fighting, Two-Weapon Fighting, Weapon Finesse^{B}, Weapon Focus (short sword)^{B}, Weapon Specialization (short sword)^{B}
Skills Balance +4, Bluff +10, Climb +6, Disable Device +8, Diplomacy +3, Disguise +7 (+9 acting), Gather Information +7, Hide +13, Intimidate +7, Jump +2, Listen +10, Move Silently +13, Open Lock +9, Search +8, Sleight of Hand +8, Spot +10, Tumble +8
Possessions combat gear, *+2 chain shirt*, *+1 wounding short sword*, *+1 shortsword*, masterwork light crossbow with 20 bolts, *ring of protection +1*

Bodyguard **CR 5**
Human fighter 5
LN Medium Humanoid
Init +1; **Senses** Listen +1, Spot +1
Languages Common

AC 18, touch 11, flat-footed 17
hp 42 (5 HD)
Fort +6, **Ref** +2, **Will** +4

Spd 20 ft.
Melee mwk longsword +10 (1d8+5/19–20)
Ranged mwk light crossbow +7 (1d8/19–20)
Base Atk +5; **Grp** +8
Atk Options Improved Bull Rush, Improved Sunder, Power Attack
Combat Gear *potion of cure moderate wounds* (2), *potion of fly*

Abilities Str 16, Dex 13, Con 14, Int 10, Wis 12, Cha 8

Feats Improved Bull Rush, Improved Sunder^B, Iron Will^B, Power Attack, Weapon Focus (longsword)^B, Weapon Specialization (longsword)^B

Skills Climb +8, Intimidate +7, Ride +9

Possessions combat gear, masterwork breastplate, *+1 buckler*, masterwork longsword, masterwork light crossbow with 10 bolts, masterwork manacles

Event 1: The Free Dinner

The Free Dinner that precedes the Champion's Games is a spectacular event, with more than 200 guests and half again as many servants, cooks, musicians, and other entertainers. The event itself takes place under the open sky on the arena battleground. Numerous long banquet tables are arrayed in a circle around a central wooden stage that gives entertainers a place to perform. The entire area is festooned with flowers, ribbons, and multicolored pennants. The arena gates open for the event at 5:00 PM, and a patrol of Raknian's wardens takes position before each one, checking invitations and keeping an eye on the situation. Two great bonfires burn north of the seating area, and scores of cooks, scullions, and waiters are busy there with spits, grills, and platters.

When the PCs and Ekaym arrive, Ekaym presents his license and a clerk records the PCs' names, the name of their group, and takes a note on the group's leader. After being admitted, the PCs are shown their table and servants soon provide plenty of delicious food and drink. The arena fills quickly with guests and attendants, and shortly before 6:00, Raknian enters the arena with his retinue (Captain Okoral, Talabir, and six bodyguards) and the crowd greets him with thunderous applause. Raknian is quick on the pleasantries, and sits at a prominent table between the central bonfire and the stage. The current holder of the Champion's Belt, the gladiator Auric, and his teammate Khellek also sit at Raknian's table. When Raknian presents Auric to the crowd, he is greeted with even more applause.

Next, Talabir takes the stage and runs down the specific rules for arena combat. The rules are encapsulated in the Rules of Battle sidebar on page 41. You can roleplay Talabir's speach, or you can simply provide a copy of these rules on paper for the PCs as you see fit.

After the rules are explained, Loris Raknian takes the stage again and declares all gladiators "Champions of the Free City" for the duration of the Games (more applause), and then signals for the Free Dinner to begin. Several bards take the stage and begin performing as servants carry huge platters of food out to the various tables. Several events can take place during the dinner, as detailed below.

Placing Wagers: Although a team's manager is typically the one responsible for any public relations work during the banquet, the PCs can easily become involved in discussions about the Games or their own skills. Bookkeepers, merchants, and noblemen, all seeking the best odds on wagers, take advantage of their invitation to the Free Dinner to interview the gladiators. Several certainly want to have a word with the PCs about their strengths and weaknesses, giving the characters a chance to brag about their past exploits. As untested newcomers, the PCs' group has fairly high odds. Gladiators are allowed (and often encouraged) to place bets on themselves or other teams, but must arrange for payment

Gladiator Ranks

Gladiator rank determines the payout you get when a team you bet on wins a match. A team's rank increases as they achieve success in the games in one of three ways:

- Each time a team wins a competition, its rank increases by +1.
- A successful Bluff check made during the Free Dinner can reduce or increase a team's rank by 1.
- Each time a team member scores a critical hit on an enemy gladiator, there's a 25% chance the team's rank increases by +1.

Gladiator Rank	Payout	Bluff DC to Alter
1 (minimum)	1 gp pays 10 gp	40
2	1 gp pays 5 gp	30
3 (initial PC rank)	1 gp pays 3 gp	25
4	1 gp pays 2 gp	20
5	1 gp pays 1 gp	15
6	2 gp pays 1 gp	20
7	3 gp pays 1 gp	25
8	5 gp pays 1 gp	30
9 (maximum)	10 gp pays 1 gp	40

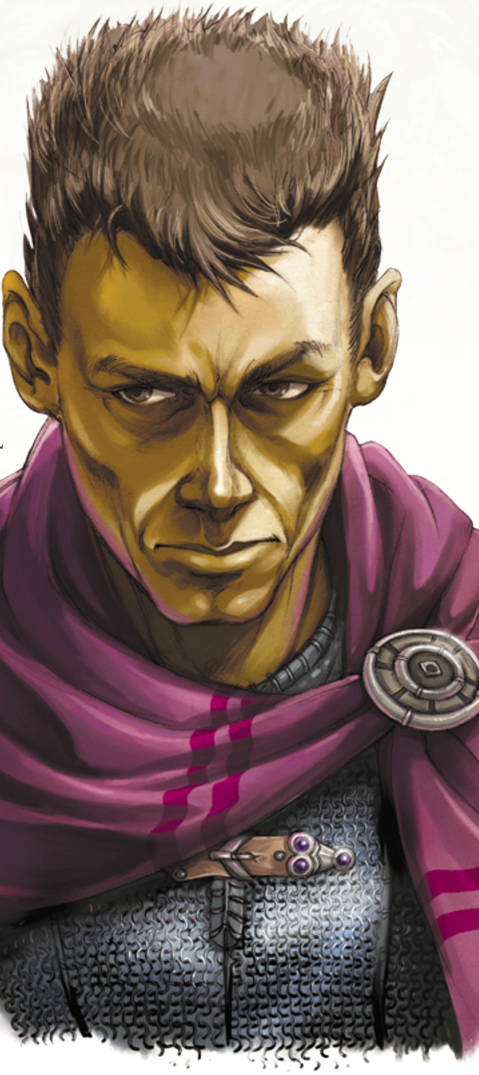
through their manager. If a team can't pay up their wager, it is their manager who must pick up the tab. Consult the Game Wagers sidebar for details on how the Champion's Games betting pool works if the PCs want to get in on the action.

Adjusting the Odds: The PCs, as unknown gladiators, begin as rank 3 gladiators. During the Free Dinner, the PCs can try to adjust these odds with Bluff checks. The party can attempt to adjust their odds up to three times during the Free Dinner. The PC with the highest Bluff modifier makes the primary roll, and can be assisted by any other PCs who make a DC 10 check—each success grants the primary PC a +2 bonus to his roll. The DC to alter rank depends on what rank the PCs are currently at. You can only increase or decrease your rank by a maximum of 1 per check. As the adventure continues, the PCs' rank continues to increase as indicated in the sidebar. The rank of other gladiators shifts as well, but not as quickly, since you can assume that they're not as aggressive about presentation.

Raknian's Interest: Any PC that watches Raknian for any amount of time may make a DC 15 Sense Motive check. Success indicates the PC notices that Raknian seems to have an unusual interest in them. Of course, this is due to the fact that the PCs have defeated two of his allies (Zyrxog the illithid and Theldrick the cleric), and Raknian's initially not sure how to handle the PCs, nor is he sure if they know he hired Zyrxog. He decides to let things go for now, but if the PCs make it through the first battle, he begins to plot against them. For now, he plays coy. If the PCs approach him to speak with him, he treats them as any other group of gladiators—honorably if tersely. If the PCs don't take the hint, Captain Okoral and his guards ask the PCs to return to their tables. If the PCs continue harassing Raknian or accuse him of any crimes, they are escorted from the arena and disqualified from the games. Raknian takes other routes to handle them (such as sending Okoral after them) in this event.

Ekaym's Obsession: At some point during the dinner, allow PCs who have spent any significant amount of time near Ekaym a DC 20 Sense Motive check. Success indicates that the PC notices that Ekaym seems to be more interested in observing and listening to Raknian than in promoting their team to the bookkeepers. If confronted, Ekyam tries to play off his apparent obsession as an interest in all things political and spends the rest of the evening representing the party well. Of course, Ekaym is watching Raknian to see if he can pick up any clues as to his sister's fate.

Tirra's Visit: At some point during the Free Dinner, the PCs receive a visit from **Tirra** (N female elf rogue 9), an adventurer associated with Auric's party. Dressed in stunning soirée attire, the beautiful rogue (herself a member of the Free City's Guild of Thieves) has a proposal for one of the PCs from the Master Thief. The Master Thief, impressed by accounts on the PCs he has heard, thinks that they have a good chance at winning the final match and could thus dethrone Auric's Warband. He wants to place a big bet on them with the arena bookmakers, many of whom are under Raknian's control. For the final round, the bookmakers have offered the Thieves' Guild special odds for wagers against Auric's Warband. Tirra informs the PCs that if they can defeat Auric, Khellek, and their leatherworks (flesh golems), the Guild is willing to split a portion of their winnings amounting to 7,500 gp to the group if they're willing to part with 2,500 gp of their own up front. If any of the party members are looking for an angle to get into the Free City Thieves' Guild, Tirra whispers to them that paying up and winning the Champion's Games may well be enough to get them in. Finally, she asks the party for a personal favor: if they do go up against Auric, she hopes they'll fight merci-


OKORAL

Rules of Battle

- All battles are potentially lethal, but a gladiator always has the option of surrender. To surrender, a gladiator must drop his weapons, kneel, and hold both hands in the air. A gladiator who attacks a surrendering foe is immediately disqualified (and likely arrested for assault or murder). A gladiator who surrenders and then attacks another gladiator is also immediately disqualified.
- Gladiators that can fly or levitate may do so up to a height of 40 feet. A gladiator that flies any higher is disqualified. Burrowing into the arena's floor is forbidden.
- A match persists until one team is victorious, either through the death or the surrender of all opposing teams.
- Winning gladiators have no right to the spoils of the fallen. A defeated gladiator keeps his gear, or in the case of death, ownership of gear reverts to his team or manager.
- Any tactic that endangers spectators is grounds for immediate disqualification and possible legal action.
- A disqualified gladiator must cease fighting at once and must move to the edge of the field of battle immediately. Failure to comply results in the disqualification of the entire team. Once a gladiator is disqualified, he may no longer take part in any remaining battles.
- Awards are given after each battle.

Game Wagers

The Champion's Games are inexorably tied to betting and wagers. Several merchants and bookkeepers (sponsored by Raknian) keep track of the odds on a large slate board in the arena, but there is no central booking agency in place. Bets are handled on a personal level between individuals, but by mandate of the city government, taking bets requires ownership of a booking license. These licenses are available for the low price of 100 gp from the city—it's much easier to collect your taxes up front than trying to chase down the winners afterward.

All of the gladiator teams have a rank, and this rank determines the payout ratio for wagers. These ratios are listed in the "Gladiator Ranks" sidebar. Wagers generally have a maximum of 250 gp, but a successful DC 25 Gather Information check can uncover some high rollers who accept wagers up to 500 gp.

Some of the gladiators are returning competitors from previous years, while others are new and untested. Rankings are given in the "Meet the Competition" sidebar.

If the PCs place wagers on other battles, you can run those battles on a round by round basis after generating stat blocks for each of the groups involved in order to determine who wins. This is, of course, horrifically time-consuming. Instead, try to encourage the PCs to place bets on (or even against) their own battles.

If the PCs insist on placing bets on other games, one quick and easy way to determine the winner of a battle is to have each group of gladiators make a d20 check modified by their group's EL. The winner of 3 out of 5 of these checks is the winner of that battle.

Meet the Competition

Although "The Champion's Belt" details only a few encounters between the PCs and the other gladiators, chances are that the PCs talk to the competition more than once. This list of gladiators is provided to aid any ad-lib encounters you may need to run between the PCs and other groups.

There are 24 teams of gladiators in all. Their group names, ELs, and initial ranks are detailed below.

Team Name	EL	Initial Rank
Arcane Auriga	10	6
Auric's Warband	12	9
Badlands Revenge	9	5
Chuko's Ravens	7	4
Draconic Brood	11	7
Drunken Devilry	6	3
Final Phoenix	7	3
Guttuggers	8	4
Iron Hill Monkeys	5	3
Night Owls	4	2
One of Us	4	2
Pitch Blade	12	8
Rauth's Dragoons	6	3
Sapphire Squad	9	5
Snow Leopards	9	4
Teeth of Kord	5	3
The Crazy Eight	6	4
The Fisthammers	8	4
The Gravediggers	8	3
The Skull of Murq	9	5
The Unhumans	7	4
The Woodchuckers	3	1
Varmint Patrol	5	2
(Player Characters)	—	3

fully. Auric and Khellek are her friends, and she'd like to see them make it through the games. If asked why she's not taking part, Tirra makes a wry face and observes that, "Brawling with gladiators is bad for business." If any of the PCs in your group has already established a relationship with Tirra earlier in the campaign, she may well spend the rest of the evening at that character's side, trading stories and companionship until the dinner is over.

Fireworks Display: The Free Dinner ends with an impressive show of fireworks. A group of dancers surrounds the central bonfire and begins whirling around it, their lean bodies outlined by the roaring flames. As the dance builds, an impressive display of explosions and arcs of fire and lightning burst upward into the air from the bonfire, thanks to a *pyrotechnics* spell and several illusions cast by Talabir Welik. In the sudden silence that follows, the dancers fall to the ground and Loris Raknian announces in a deep baritone voice: "The Champion's Games have begun!"

Event 2: Into the Coenoby

After the banquet, the PCs must part with Ekaym (and Tirra, if she's still present), who wishes them good luck. The PCs and the other gladiators are led to area **H** on the arena grounds, and over the course of an hour each group is lowered down to area **1** of the understructure. Then, with over a hundred fellow gladiators of the most widely varying races and callings, the PCs are led even deeper underground (via the stairs in area **5**) to the large, partly natural, partly artificial cave called the Coenoby (area **16**).

The Coenoby is unusually comfortable, smoothly floored, well-lit and warm, and outfitted with an underground stream of fresh water. Here the PCs are given one of the twenty-four underground lodges available to the gladiators (see Part Three for a description of these quarters). The place is very crowded, but everyone knows that the number of gladiators is going to

drop to one sixth by the end of the following day, so nobody worries too much.

Numerous Arena Wardens patrol the Coenoby, their presence often being the only thing that keeps the peace. Apart from the gladiators and the guards, the only others present are the team of chefs and waiters who cater to the participants. This personnel is accompanied by a strong force of guards and prepares three meals a day before the morning, afternoon, and evening periods. The kitchen doubles as the infirmary, where **Palemon Nodor** (N male human expert 5; Heal +17), an old barber and surgeon hired by Raknian, is available to treat gladiators who are in peril of their life with his Heal skill. Palemon is a strictly professional person who rarely lets himself be involved in evil (or good) pursuits. He is quite knowledgeable about the Free City, the Coenoby, and the Titan's House. Palemon can be a useful source of information for the PCs during their stay in the arena understructure.

Due to the high number of tenants in the Coenoby, the control of Raknian's guards is very strict during the first night. Gladiators are expected to remain in this chamber until the games begin the next day. See the description of the Coenoby in Part Three if the PCs start to explore. If the PCs wish to socialize, they'll find most of the other gladiators too nervous, excited, or just too unfriendly to want to talk. Nonetheless, you can use this opportunity to introduce the PCs to some of the gladiators they'll be fighting against in the days to come. Every hour, save for the hours between 10:00 PM and 6:00 AM, a servant sounds a low horn a number of times to announce the hour.

After the battles begin, many of these rooms double as recovery chambers. Palemon is on hand to provide what aid he can, but his attentions are limited. Typically, a gladiator's manager brings healing potions or a cleric to the Coenoby the day after a fight, but otherwise, the PCs must tend to their own ills.

During their stay in the Coenoby, characters may hear all sorts of gossip and rumors. Some of these might be tall tales about the other gladiators, while others could be actual and useful tidbits about a gladiator team's weaknesses. One rumor that the PCs should hear at some point suggests that ghouls once dwelt in the area of underground buildings to the south known as the Titan's House. This rumor says that Raknian himself beat back the ghouls and plugged the entrance to their warren with a stone seal in the pool in the Titan's House, but no gladiator has ever tried to open the plug to verify these stories.

Event 3: First Battle (EL 12)

When the PCs awake on the first day, they find a crowd has gathered near the meal tables at the north end of the Coenoby—the day's battles have been posted to the wall near the door to area **17** and the gladiators are eager to see who they'll be fighting. The PCs are scheduled to fight in the second round, starting at 10:00 AM. Their opponents are the following teams: "Arcane Auriga," "Badlands Revenge," and "Sapphire Squad." The first battle is scheduled for 8:00 AM, so the PCs should have some time to appraise or even interact with members of these three teams. If they don't, the other gladiators certainly seek out the PCs to do the same.

Arcane Auriga: This team consists of four elven women, exiles from the court of Celene for scandalous behavior unbefitting a noble. The elves don't talk about their checkered past, and tend to keep quietly to themselves. They assume any men who attempt conversation are boors seeking companionship, and are quick to send such away with insults and threats. Rennida Auriga is the leader of this group of fighters; the others are her daughter Krinasa and two cousins, Eelyssa and Anetah. Their initial attitude is unfriendly—if made helpful, they agree to work with the PCs to defeat Badlands Revenge and the Sapphire Squad before fighting the PCs.

Badlands Revenge: Led by a human barbarian/druid named Joren, Badlands Revenge is a particularly savage group of gladiators. Joren leads three gnoll fighters he hired specifically for their skill with halberds and their capacity to do a lot of damage in a short amount of time. Joren's band is even less communicative than Arcane Auriga, but observes the PCs carefully, seeking a weakness to exploit. Their initial attitude is hostile—if made helpful, the best the PCs can expect from this group is a promise to not strike death blows if the chance arises. Joren's primary reason for entering the games is to avenge the hundreds of animals killed every year in the arena by Raknian's gladiators. He hopes that by defeating Auric he'll deprive Raknian of fame, honor, and income.

Sapphire Squad: The swashbuckling janni Korush and his pair of blue-cloaked human mercenaries are the most pleasant of the three groups the PCs face. Korush is more than happy to spend the last few hours before the fight trading stories with the PCs. He entered the Champion's Games as much as to show off his combat skills as to have a chance at the prize money. Egotistical and proud, Korush levies his doubtful charms (consisting primarily of his battle prowess and improbable stories about his virility) on any female adventurers present, hoping to undermine their resolve against him in the fight to come. His initial attitude is indifferent (or friendly, if there are any female PCs on the team)—if made helpful, he agrees to ally with the PCs and to aid them in defeating Arcane Auriga and Badlands Revenge first. Korush fights using a unique and artistic fighting style, and if he befriends the PCs he may offer to teach them this style. Characters who wish to focus in this style may take the Graceful Edge feat the next time they earn a new feat.

Creatures: At 10:00, a group of guards gathers the PCs and the members of the other three teams and escorts them back up to area **1**. The groups are raised up to the battlefield above, one at a time, as Talabir Welik (using a magically amplified voice so all can hear) announces each of the teams, along with the name of the team's leader and a short description of the team's specialty. For Arcane Auriga, he comments on the elves' deadly precision with their arrows. For Badlands Revenge, it's the team's frothing savagery. For Sapphire Squad, it's the team's skill at mounted combat. Try to find something equally "iconic" about your PCs' group to announce as well. During this time, gladiators often take advantage of the time to cast longer-duration on themselvest spells or drink potions. Since it only takes 2 minutes for the battle to begin once gladiators start appearing on the battlefield, any spell with a duration of longer than 2 minutes is still in effect when the battle begins. If the PCs don't think of casting spells before the battle, they'll certainly see Joren and Rennida doing so.

The Free City Arena is a huge place. At standard miniatures scale, a map of the arena would have to be over 3 feet wide and 6 feet long. If your gaming table is big enough, you could theoretically present the entire arena as a battlefield. Fortunately for the rest of us, a standard battlemat is probably enough. The battleground is open terrain, and after the four groups are announced, each is led by a group of guards to a marker on the ground. Each group starts the battle at one of the corners of a 100-foot square. Splashes of blood in the sandy ground here and there testify to the savagery of the previous combat. As everyone gets in place, the sound of the crowd in the surrounding stadium swells into a roar.

The first battle of the Games is a free-for-all clash between four groups of combatants. The PCs are likely to win this one quite easily, and the fight proceeds fairly throughout. The guards retreat to the edge of the battlefield, and when Loris Raknian orders the battle to begin, a trumpeter announces its start with a brilliant peal from his instrument.

Note: Spells, potions, and wands in the stat blocks below that are marked with asterisks have been used by their owners during the few minutes before the battle begins. The stat blocks themselves incorporate the benefits granted by these effects as appropriate. Unless the battle itself lasts for more than 2 minutes, you can assume that these spell effects last for the duration of the battle.

RENNIDA **CR 9**
Arcane Auriga
Female elf fighter 5/wizard 3/arcane archer 1
N Medium humanoid
Init +6; **Senses** low-light vision; Listen +3, Spot +3
Languages Common, Draconic, Elven, Sylvan

AC 21, touch 15, flat-footed 16
hp 53 (9 HD)
Immune sleep
Fort +8, **Ref** +10, **Will** +3

Spd 30 ft.
Melee adamantine short sword +8 (1d6/19–20)
Ranged *+1 frost longbow* +15/+10 (1d8+3/×3) or *+1 frost longbow* +13/+13/+8 (1d8+3/×3)
Base Atk +7; **Grp** +7
Atk Options Manyshot, Point Blank Shot, Precise Shot, Rapid Shot
Combat Gear *potion of cat's grace**, *potion of cure serious wounds*
Spells Prepared (CL 3rd; ranged touch +13, 15% spell failure):
*2nd—Melf's acid arrow, mirror image**
1st—jump, ray of enfeeblement, true strike*
0—acid splash, daze (DC 12), ray of frost, resistance

Abilities Str 10, Dex 22, Con 12, Int 14, Wis 8, Cha 12
SQ summon familiar (weasel named Ogistille)
Feats Alertness^{B} (when Ogistille is in arm's reach), Manyshot, Point Blank Shot^{B}, Precise Shot, Quick Draw, Rapid Shot^{B}, Scribe Scroll^{B}, Weapon Focus (longbow)^{B}, Weapon Specialization (longbow)
Skills Climb +7, Concentration +10, Craft (bowmaking) +10, Jump +27, Ride +11, Spellcraft +5, Swim +6

Possessions combat gear, *+1 mithral breastplate*, *+1 frost longbow* with 40 arrows, adamantine short sword

Elven Archers (3) CR 5

Arcane Auriga
Female elf fighter 5
N Medium humanoid
Init +10; **Senses** low-light vision; Listen +3, Spot +3
Languages Common, Elven, Sylvan
AC 20, touch 16, flat-footed 14
hp 37 (5 HD)
Immune sleep
Fort +5, **Ref** +7, **Will** +2
Spd 30 ft.
Melee mwk short sword +6 (1d6/19–20)
Ranged *+1 longbow* +13 (1d8+3/×3) or *+1 longbow* +11/+11 (1d8+3/×3)
Base Atk +5; **Grp** +5
Atk Options Point Blank Shot, Rapid Shot
Combat Gear *potion of cat's grace**
Abilities Str 10, Dex 22, Con 12, Int 12, Wis 13, Cha 8
Feats Improved Initiative, Point Blank Shot^{B}, Rapid Shot, Weapon Focus (longbow)^{B}, Weapon Specialization (longbow)^{B}
Skills Climb +8, Handle Animal +7, Ride +16
Possessions combat gear, *+1 studded leather armor*, *+1 longbow* with 20 arrows, masterwork short sword

Joren CR 9

Badlands Revenge
Male human barbarian 4/druid 5
CN Medium humanoid
Init +2; **Senses** Listen +10, Spot +3
Languages Common, Druidic, Gnoll
AC 21, touch 12, flat-footed 19; uncanny dodge
hp 86 (8 HD)
Fort +12, **Ref** +4, **Will** +8
Spd 40 ft.
Melee *+1 spear* +11/+6 (1d8+5/×3)
Ranged *+1 sling* +10 (1d4+1)
Base Atk +7; **Grp** +10
Atk Option Power Attack
Special Atk rage 2/day, wild shape 1/day
Combat Gear scroll of *summon nature's ally IV*, *wand of bull's strength** (13 charges, used on self and on Scriminaduro)
Spells Prepared (CL 5th, +9 ranged touch):
3rd—*cure moderate wounds*, *greater magic fang** (cast on Scriminaduro's natural weapons)
2nd—*barkskin**, *bear's endurance**, *cat's grace**
1st—*cure light wounds*, *longstrider**, *produce flame*, *speak with animals**
0—*cure minor wounds* (2), *guidance* (2), *light*
Abilities Str 17, Dex 14, Con 18, Int 12, Wis 17, Cha 8
SQ animal companion, nature sense, resist nature's lure, trackless step, trap sense +1, wild empathy +6, woodland stride
Feats Diehard, Endurance, Power Attack^{B}, Self-Sufficient , Track
Skills Concentration +14, Handle Animal +6, Heal +15, Intimidate +6, Knowledge (nature) +13, Listen +10, Ride +11, Survival +14, Swim +9
Possessions combat gear, *+1 hide armor*, *+1 large wooden shield*, *+1 spear*, *+1 sling* with 20 bullets
Raging Crocodile: While raging and in the shape of a crocodile, Joren's stats change as follows
AC 17, touch 11, flat-footed 14; uncanny dodge
hp 110 (8 HD)
Fort +15, **Ref** +5, **Will** +10
Spd 40 ft., swim 30 ft.
Melee bite +15 melee (1d8+12) or tail slap +15 melee (1d12+12)
Grp +15
Atk Options improved grab (bite)
Abilities Str 27, Dex 16, Con 25

Scriminaduro CR —

Badlands Revenge
Male dire badger animal companion
N Medium animal
Monster Manual 62
Init +3; **Senses** low-light vision, scent; Listen +6, Spot +6
AC 16, touch 13, flat-footed 13
hp 28 (3 HD)
Fort +7, **Ref** +6, **Will** +4
Spd 30 ft.
Melee 2 claws +7 melee (1d4+5) and bite +2 melee (1d6+3)
Base Atk +2; **Grp** +4
Special Atk rage
Abilities Str 18, Dex 17, Con 19, Int 2, Wis 12, Cha 10
Feats Alertness, Toughness, Track^{B}
Skills Listen +6, Spot +6
Rage: Once Scriminaduro takes damage in combat, he enters a rage on his next turn. His stats change as follows:
AC 14, touch 11, flat-footed 11
hp 34 (3 HD)
Fort +9
Melee 2 claws +9 melee (1d4+7) and bite +4 melee (1d6+4)
Grp +6

Graceful Edge

Choose one type of one-handed slashing melee weapon, such as a scimitar or longsword, for which you have already selected the Weapon Focus feat. You wield this weapon with an almost unnatural grace.

Prerequisite: Weapon Finesse, Weapon Focus (any one-handed slashing weapon), base attack bonus +1

Benefit: If you do not wield a shield or weapon in your off-hand, you treat your chosen weapon as a light weapon.

If you do not wield a shield or weapon in your off-hand, you also gain a +1 shield bonus to your AC while wielding your chosen weapon. When you are fighting defensively or using the total defense action, this shield bonus increases to +2.

Special: A fighter may select Graceful Edge as one of his fighter bonus feats.

You may take this feat more than once—each time you do, it applies to a new one-handed slashing weapon you have Weapon Focus in.

Joren's Halberdiers (2) CR 3

Badlands Revenge
Male gnoll fighter 2
CN Medium humanoid
Monster Manual 130
Init +1; **Senses** Listen +5, Spot +4
Languages Gnoll
AC 16, touch 11, flat-footed 15
hp 39 (4 HD)
Fort +9, **Ref** +1, **Will** +1 (+2 against fear)
Spd 40 ft.
Melee mwk halberd +8 (1d10+13/×3)†
Base Atk +3; **Grp** +8
Atk Options Cleave, Power Attack
Combat Gear *potion of aid**, *potion of longstrider**
Abilities Str 20, Dex 13, Con 16, Int 8, Wis 12, Cha 6
Feats Cleave^{B}, Improved Natural Armor, Power Attack, Weapon Focus (halberd)^{B}
Skills Listen +5, Spot +4
Possessions combat gear, masterwork studded leather armor, masterwork halberd
†Includes adjustment for 3-point Power Attack.

Korush **CR 7**
Sapphire Squad
Male janni swashbuckler 3
N Medium outsider (native)
Monster Manual 116, *Complete Warrior* 11
Init +10; **Senses** darkvision 60 ft.; Listen +10, Spot +10
Languages Auran, Celestial, Common; telepathy 100 ft.
AC 23, touch 16, flat-footed 17; Dodge, Mobility
hp 61 (9 HD)
Resist fire 10
Fort +10, **Ref** +13, **Will** +7
Spd 30 ft., fly 20 ft. (perfect)
Melee *+2 scimitar* +18/+13 (1d6+10/18–20)
Ranged mwk composite longbow +16/+11 (1d8+4/×3)
Base Atk +9; **Grp** +13
Special Atk change size 2/day
Spell-Like Abilities (CL 12th):
3/day—*invisibility* (self only), *speak with animals**
1/day—*create food and water* (CL 7th), *ethereal jaunt*
Abilities Str 18, Dex 22, Con 15, Int 18, Wis 12, Cha 12
SQ elemental endurance, grace +1 (bonus to Reflex), insightful strike (Int bonus to light melee weapon damage), *plane shift*
Feats Dodge, Graceful Edge (scimitar), Improved Initiative^B, Mobility, Weapon Finesse^B, Weapon Focus (scimitar)
Skills Appraise +13, Bluff +10, Concentration +11, Craft (bowmaking) +13, Craft (weaponsmithing) +13, Diplomacy +10, Escape Artist +17, Listen +10, Move Silently +14, Ride +14, Sense Motive +13, Spot +10, Tumble +15
Possessions *+1 mithral chain shirt*, *+2 scimitar*, masterwork composite longbow (+4 Str) with 12 *+1 arrows*, *gloves of Dexterity +2*, heavy war horse

Korush's Mercenaries (2) **CR 5**
Sapphire Squad
Male human fighter 5
LN Medium humanoid
Init +1; **Senses** Listen +1, Spot +1
Languages Common
AC 19, touch 11, flat-footed 18
hp 42 (5 HD)
Fort +7, **Ref** +3, **Will** +3
Spd 20 ft.
Melee *+1 scimitar* +10 (1d6+6/18–20)
Ranged mwk composite longbow +7 (1d8+3/×3)
Base Atk +5; **Grp** +8
Atk Options Ride-By Attack, Spirited Charge
Abilities Str 16, Dex 13, Con 14, Int 8, Wis 12, Cha 10
Feats Mounted Archery^B, Mounted Combat^B, Ride-By Attack, Spirited Charge, Weapon Focus (scimitar)^B, Weapon Specialization (scimitar)^B
Skills Handle Animal +8, Ride +11
Possessions *+1 chainmail*, masterwork heavy steel shield, *+1 scimitar*, masterwork composite longbow (+3 Str) and 20 arrows, *cloak of resistance +1*, heavy war horse

Heavy War Horse (3): hp 30 each; *Monster Manual* 273.

Arcane Auriga Tactics: A minute or so before the battle begins, Rennida drinks her *potion of cat's grace* and casts *mirror image* and *jump* on herself. Her daughter and cousins each drink a *potion of cat's grace* as well. Even if they didn't ally with the PCs, the elves focus their initial attacks on Badlands Revenge (unless the PCs go before them and attack them first). They do their best to stay at range so they can use their arrows. Rennida opens her first two rounds of combat with a *ray of enfeeblement* and a *Melf's acid arrow*. She saves *true strike* to use against a foe she thinks she can drop with one attack. The elves surrender if reduced to 6 hit points or less.

Badlands Revenge Tactics: A minute before the battle begins, Joren casts *speak with animals*, *barkskin*, *bear's endurance*, *cat's grace*, and *longstrider* on himself. He uses his *wand of bull's strength* on himself and his animal companion Scriminaduro, and casts *greater magic fang* on Scriminaduro to enhance all three of his natural attacks by +1. He does not cast any spells on his gnoll thugs, but they each drink a *potion of aid* and a *potion of longstrider*. In combat, the gnolls rush to close in melee with the PCs or with whoever attacks them first, making full Power Attacks with their halberds. Joren hangs back and casts *produce flame*, throwing fire at the closest target each round until his gnolls fall or he is engaged in melee. When this occurs, he wildshapes into a crocodile and rages. The gnolls fight to the death, but if both gnolls are slain, Joren surenders if brought below 5 hit points and he's no longer raging.

Sapphire Squad Tactics: Korush and his two men quickly mount up; Korush casts *speak with animals* so he can direct their mounts easier. He's into the battle for the glory and the thrill, and tends to grandstand. He sends his two mercenaries in to make ride-by attacks each round while he hangs back for the first two rounds and uses change size on two enemies to reduce their size. He only uses *invisibility* as a last-ditch attempt to escape peril—he'd rather be seen in battle. His mercenaries surrender if brought below 10 hit points, but he won't surrender until brought below 5 hit points.

Development: When the last of the PCs' opponents are defeated or surrender, the crowd cheers as Raknian proclaims them the victors. Ekaym is given the awards (the trophy and 1,500 gp) and the PCs are escorted back down to the Coenoby. You should determine at this point which of the other five gladiator teams also won, since they are now the only other teams housed in the Coenoby. Auric's Warband and Pitch Blade must be two of these five (since they are the teams the PCs will face on day 3 and day 5), but the remaining three can be any teams you choose.

If the PCs are defeated, the adventure isn't over. Although they're disqualified and escorted from the arena, they can still return as patrons or explore the understructure using stealth or other options.

Event 4: Ekyam's Request

At some point after Event 3 but before the PCs have a chance to really start exploring the understructure, Ekyam pays them a visit in the Coenoby. Armed with a toothy smile, he offers to pay the PCs their share of the winnings now. He's also more than willing to hold on to their winnings for them for now (although he won't do anything foolish with the money). After he congratulates them, his manner grows more serious. He takes the party aside to their chambers, and in a low voice he tells them he has a confession to make.

"While it's nice that you turned out to be pretty good gladiators, I must admit that I had a hidden motive for entering you in the games.

You see… my sister Lahaka disappeared here last year, not long after the previous Champion's Games. I've been looking for her for months now, but I've hit a dead end. She was a traveling entertainer, a bright joy that brought happiness to cities throughout the world. It seems that her travels eventually brought her here, to the Free City, and more to the point, she caught Loris Raknian's eye. I believe that they became lovers. What I do know is that she vanished the day after the Champion's Games ended. I've paid for divination spells to learn more, but alas have learned little. And so I decided to come to the games themselves. I hoped that by entering some gladiators in the competition, I'd have a chance to explore the area, talk with Raknian, and maybe find out what happened to Lahaka. But so far, I've found nothing. Raknian's nearly impossible to get to, and I've uncovered no clues in the outlying buildings. There's two places I've not been able to reach—his palace and the arena understructure. This is where you come in, my friends. If you can slip away from the Coenoby between battles and search the surrounding rooms for clues as to what happened to my sister, I'll turn over all of the winnings from the games to you. What do you say?"

Assuming the PCs decide to aid him, Ekaym thanks the PCs profusely. Just in case, he provides them with a description of his sister, although he fears she has long since been murdered. He also promises to do what he can to bring them additional healing supplies over the following days. He can bring in 1,200 gp in healing magic each day. If the PCs want to communicate with anyone outside or purchase additional supplies from the city, he's also willing to act as their go-between so they don't have to leave the arena and risk disqualification.

Event 5: Second Battle (EL 12)

At daybreak of the third day, the remaining gladiator teams waken to discover that the fight schedules for the second round have been posted. The PCs have been scheduled to fight at 2:00 against "Pitch Blade." Although the PCs likely have no reason to suspect otherwise, this match is no accident—Pitch Blade is managed by Captain Okoral, Raknian's cohort. Okoral takes great pride in the gladiator team he's assembled, and believes that they'll have no problem defeating the PCs in combat. The members of Pitch Blade don't know that Okoral and Raknian want the PCs dead, but they fight fiericely nonetheless. Okoral has ordered Pitch Blade to avoid contact with the PCs to prevent them from learning about any weaknesses the team may have, so until the battle begins, this team remains in their lodge. A DC 20 Gather Information check reveals details of the two dwarves' tactics and strengths.

Creatures: Pitch Blade consists of two dangerous killers, a pair of dwarf barbarians named Drusfan and Pharbol. Although the PCs doubtless outnumber the pair, Pitch Blade's strengths are impressive and a fight against them shouldn't be easy.

DRUSFAN AND PHARBOL (PITCH BLADE) **CR 10**

Male dwarf barbarian 10

CN Medium humanoid

Init +2; **Senses** darkvision 60 ft.; Listen +14, Spot +1

Languages Common, Dwarven

AC 27, touch 15, flat-footed 25; improved uncanny dodge

hp 120 (10 HD); **DR** 2/—

Fort +12 (+14 vs poison), **Ref** +5, **Will** +4 (+2 vs spells)

Spd 40 ft., fly 60 ft.

Melee *+1 flaming adamantine bastard sword* +11/+6 (1d10+10/17–20 plus 1d6 fire)†

Base Atk +10; **Grp** +14

Atk Options Improved Sunder, Power Attack

Special Atk rage 3/day

Combat Gear *potion of barkskin +4**, *potion of bull's strength**, *potion of cure moderate wounds*, *potion of fly**, *potion of shield of faith +3**

Abilities Str 18, Dex 14, Con 20, Int 8, Wis 12, Cha 8

SQ dwarf traits, fast movement, illiteracy, trap sense +3

Feats Improved Critical (bastard sword), Improved Sunder, Exotic Weapon (bastard sword), Power Attack, Weapon Focus (bastard sword)

Skills Climb +17, Jump +21, Listen +14, Survival +14

Possessions combat gear, *+1 chain shirt*, *+1 heavy steel shield*, *+1 flaming adamantine bastard sword*, *amulet of health +2*

Rage: When raging, their statistics change as follows:

AC 25, touch 13, flat-footed 23; improved uncanny dodge

hp 140

Fort +14, **Will** +6

Melee *+1 flaming adamantine bastard sword* +13/+8 (1d10+12/17–20 plus 1d6 fire)†

Grp +16

†Includes bonus for 5-point Power Attack.

Tactics: The two dwarves drink their potions (save for their healing potions) before battle, and as they wait for the fight to start they shout, curse, and otherwise try to intimidate the PCs. When the battle begins, both dwarves rage and leap into the air, using flight to close the distance between themselves and the PCs as quickly as possible. The dwarves have been well-briefed on the party's strengths, and aim to take down the group's healers first. Against foes who have powerful weapons, the dwarves use Improved Sunder (remember that their adamantine weapons ignore hardness). Neither dwarf even considers the option of surrender, and both fight to the death. They've been told by Okoral to kill the PCs if possible, even if they ask for surrender—if it comes to this, Okoral has promised to pay the two handsomely to make up for their certain disqualification after such treachery.

Development: The crowd cheers louder than before when the PCs defeat Pitch Blade, and in several sections the enthusiastic spectators begin chanting the group's name. Others chant the name of any PC who particularly distinguished himself in the battle. Characters who observe Raknian and make a DC 20 Spot check are entitled to DC 20 Sense Motive checks. A successful Sense Motive check is enough to notice that Raknian is both surprised and angry that the PCs survived, but when it comes time to give Ekaym the prize money and trophy, he hides his anger well.

If the PCs leave either dwarf alive, one (or both) may try to kill the PCs in revenge for their humiliating defeat. This attack can come later in the evening (after Okoral arranges for the dwarves to sneak in to the Coenoby past the guards) or later in the campaign, as you see fit.

In any event, that night the Coenoby is particularly quiet. Only three gladiator teams remain; the PCs, Auric's Warband, and a third team of your choice.

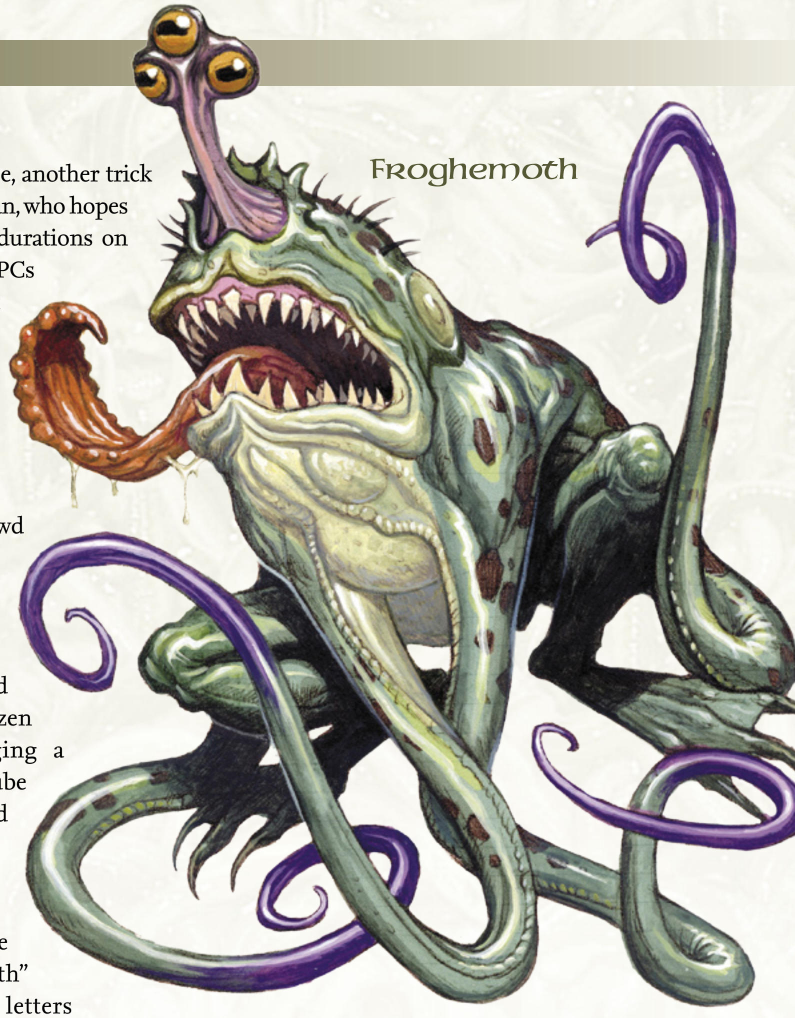
Event 6: Madtooth the Hungry (EL 13)

Late in the evening on day three, the fight schedule for the next day is posted. The PCs soon discover that Auric's Warband and the other gladiator team will be fighting to determine who goes on to the final match on the fifth day. The PCs themselves are scheduled to do battle with a mysterious monster referred to as Madtooth the Hungry. Many are somewhat shocked to discover that Auric's Warband won't be fighting Madtooth—traditionally, the previous year's winner takes part in the beast battle as a point of honor.

At some point during the night, the PCs overhear some guards talking about Madtooth. During this conversation, one of the guards complains about how difficult it is to keep Madtooth's cage so cold, and how he'll be glad once the games are over and they can return the enormous frost salamander back to the frozen north. A character who makes a DC 22 Knowledge (arcana) check knows that frost salamanders radiate deadly cold and are themselves most vulnerable to fire attacks. Of course, even PCs who don't make the check are likely to realize that creatures native to arctic climates are often vulnerable to fire.

Unfortunately, these guards were asked by Raknian to stage this conversation for the PCs to trick them into thinking they were learning about Madtooth's weaknesses. Raknian hopes to trick the PCs into preparing defenses and offenses that work best against what they believe is a creature vulnerable to fire. In truth, Madtooth is a dangerous beast Raknian's agents captured earlier in the year in the distant Barrier Peaks—a constantly-hungry (and remarkably fire resistant) aberration known as a froghemoth.

The next day at 11:00, the PCs are brought once again up to the battle arena. Once again, Talabir announces the PCs, but this time they see no obvious foe to fight. Talabir reveals that the beast-wranglers are having a tough time with Madtooth, but that the monster is on its way. Ten long minutes drag on, as the crowd grows increasingly impatient and Talabir does what he can to keep them from becoming too angry. This is, of course, another trick pulled by Raknian, who hopes to run out the durations on any spells the PCs may have cast on themselves when they were expecting the fight to only be a few minutes away.


Froghemoth

Just as the crowd seems to be preparing for a riot, the eastern gates to the arena open and a team of a dozen soldiers dragging a massive iron cube on an oversized chariot enter the arena. The sides of the cage bear the word "Madtooth" in bright red letters clenched in the massive jaws of some huge monster. Brackish water sloshes and leaks from under the cage. Characters expecting to fight a frost salamander may be confused by the apparent lack of ice on the cage. The wagon's progress is slow as the guards drag the massive iron cage into the center of the arena. As they do, the cage shakes and trembles as some enormous monster within roars incessantly. The spectacle drives the crowd wild, and in moments they're chanting "MADTOOTH! MADTOOTH! MADTOOTH!" As the guards move the cage in to place about 50 feet from the PCs, they each take hold of different ropes attached to strategic pins and clasps in the cage's sides. Each guard retreats out 100 feet, holding a rope in his hands.

The crowd grows momentarily silent again as Talabir speaks. "And now, the moment you've been waiting for! Watch in fear as these brave gladiators pit their skills against the eternal hunger of the worst the Barrier Peaks have to offer! I give you… MADTOOTH THE HUNGRY!"

With this final cry, the guards each tug on their ropes. The walls of the cage unfold and fall away, revealing the terrible froghemoth in all its glory.

Froghemoth: hp 220; see Appendix.

Tactics: As soon as the froghemoth is unleashed, the guards run. The massive aberration roars and blinks its three eyes against the sudden sunlight, and suffers a –4 penalty on its Initiative check as a result. Once it realizes what's going on, it mindlessly charges at the nearest morsel and attacks. Raknian paid for a *heroes' feast* spell (CL 11th) for the froghemoth to consume early in the morning. The monster's cavernous gullet handled the spell with ease, and it has gained the following benefits as a result:

- 10 temporary hit points (included above)
- Immunity to fear and poison
- +1 morale bonus on attack rolls and Will saves

The froghemoth itself is straightforward in its tactics, focusing on the largest target in sight and fighting to the death.

Development: The spectacle of this battle leaves the crowd in a frenzy. As the froghemoth is slain, they begin chanting the party's group name, and Raknian's shock and discomfort is plainly visible for several seconds to anyone watching. Eventually, Talabir gets the crowd under control and Raknian, his composure regained, gives Ekaym the trophy and prize money and congratulates the PCs on their tremendous skill.

That night, with only Auric's Warband remaining in the Coenoby, things are quiet.

Event 7: Final Battle (EL 13)

The final battle is scheduled to take place at noon on the fifth day. The PCs are brought to the field of battle second, and when they arrive they find Auric, Khellek, and the three flesh golems known as the Leatherworks that the band uses as thugs waiting for them. The crowd goes wild as the PCs take their position; a scan of the surrounding seats reveals that they are packed nearly to capacity today. It seems almost that the entire Free City has turned out to watch.

Creatures: Although Auric and Khellek are tough customers on their own, they are augmented well by three flesh golems Khellek created using *flesh golem manuals* supplied to him by Raknian for this exact purpose. The golems themselves are kept in storage in Raknian's palace until they are needed for battle; Auric and Khellek do not bring them into the Coenoby.

In the time since they tried to explore the Stirgenest Cairn near Diamond Lake, Auric and his allies Khellek and Tirra have not spent their days idly. They defeated a band of trolls that had been harassing caravans in the Cairn Hills and took down a smuggling operation that had been stepping on the toes of the Thieves' Guild. As a result, all three have gained several experience levels since the PCs have met them last, and although Tirra does not fight with the two in this battle, the rival adventurers should still pose quite a threat to the PCs.

AURIC **CR 10**
Auric's Warband
Male human fighter 10
N Medium humanoid
Init +6; **Senses** Listen –1, Spot –1
Languages Common

AC 26, touch 14, flat-footed 24; Dodge, Mobility
hp 99 (10 HD)
Fort +12, **Ref** +6, **Will** +3

Spd 20 ft., fly 40 ft.
Melee *+1 greatsword* +15/+10 (2d6+13/17–20)†
Ranged mwk light crossbow +13/+8 (1d8/19–20)
Base Atk +10; **Grp** +14
Atk Options Cleave, Power Attack, Spring Attack
Combat Gear *potion of barkskin +3**, *potion of bear's endurance**, 2 *potions of cure light wounds*, *potion of fly**, *potion of shield of faith +2**

Abilities Str 18, Dex 14, Con 18, Int 10, Wis 8, Cha 12
Feats Cleave^{B}, Dodge, Greater Weapon Focus (greatsword)^{B}, Improved Critical (greatsword), Improved Initiative^{B}, Mobility, Power Attack^{B}, Rapid Reload, Spring Attack^{B}, Weapon Focus (greatsword), Weapon Specialization (greatsword)^{B}
Skills Climb +16, Intimidate +14, Jump +16
Possessions combat gear, *+1 breastplate*, *+1 animated heavy steel shield*, *+1 greatsword*, masterwork light crossbow with 20 bolts, *cloak of resistance +1*, *gauntlets of ogre power*, champion's belt, 90 gp
†Includes bonus for 2-point Power Attack.

KHELLEK **CR 10**
Auric's Warband
Male human wizard 10
NE Medium humanoid
Init +8; **Senses** Listen +2, Spot +2
Languages Common, Draconic, Elven

AC 22, touch 15, flat-footed 18
hp 51 (10 HD); **DR** 10/adamantine
Fort +7, **Ref** +8, **Will** +8

Spd 30 ft.
Melee mwk dagger +5 (1d4–1/19–20)
Base Atk +5; **Grp** +4
Combat Gear *potion of barkskin +3**, 2 *potions of cure moderate wounds*, scroll of *dispel magic*, scroll of *shatter*, *wand of glitterdust* (4 charges), *wand of mage armor** (CL 5, 15 charges), *wand of scorching ray* (CL 8, 43 charges)
Spells Prepared (CL 10th, ranged touch +9):
5th—*feeblemind* (DC 21), quickened *shield*
4th—*stoneskin**, *confusion* (DC 20), *dimension door*, *fear* (DC 18)
3rd—*deep slumber* (DC 19), *fly**, *displacement**, *fireball* (DC 17)
2nd—*cat's grace**, *false life**, *mirror image**, *Tasha's hideous laughter* (DC 18), *touch of idiocy*
1st—*charm person* (DC 17), *grease* (DC 15), *magic missile*, *ray of enfeeblement* (2)
0—*acid splash* (2), *touch of fatigue* (DC 14), *mage hand*

Abilities Str 8, Dex 18, Con 13, Int 19, Wis 10, Cha 12
SQ summon familiar (rat named Zulamakian)
Feats Alertness (as long as familiar is in arm's reach), Craft Wand^{B}, Craft Wondrous Item^{B}, Greater Spell Focus (enchantment), Improved Initiative, Quicken Spell, Scribe Scroll^{B}, Skill Focus (concentration), Spell Focus (enchantment)
Skills Concentration +17, Knowledge (arcana) +15, Knowledge (history) +8, Knowledge (local) +9, Knowledge (the planes) +8, Knowledge (religion) +8, Listen +2, Profession (gambler) +12, Spellcraft +19, Spot +2
Possessions combat gear, masterwork dagger, *headband of intellect +2*, *ring of protection +1*, *cloak of resistance +1*, silver Seeker ring worth 200 gp, 500 gp worth of diamond dust, 123 gp

The Leatherworks, flesh golems (3): hp 79 each; *Monster Manual* 135.

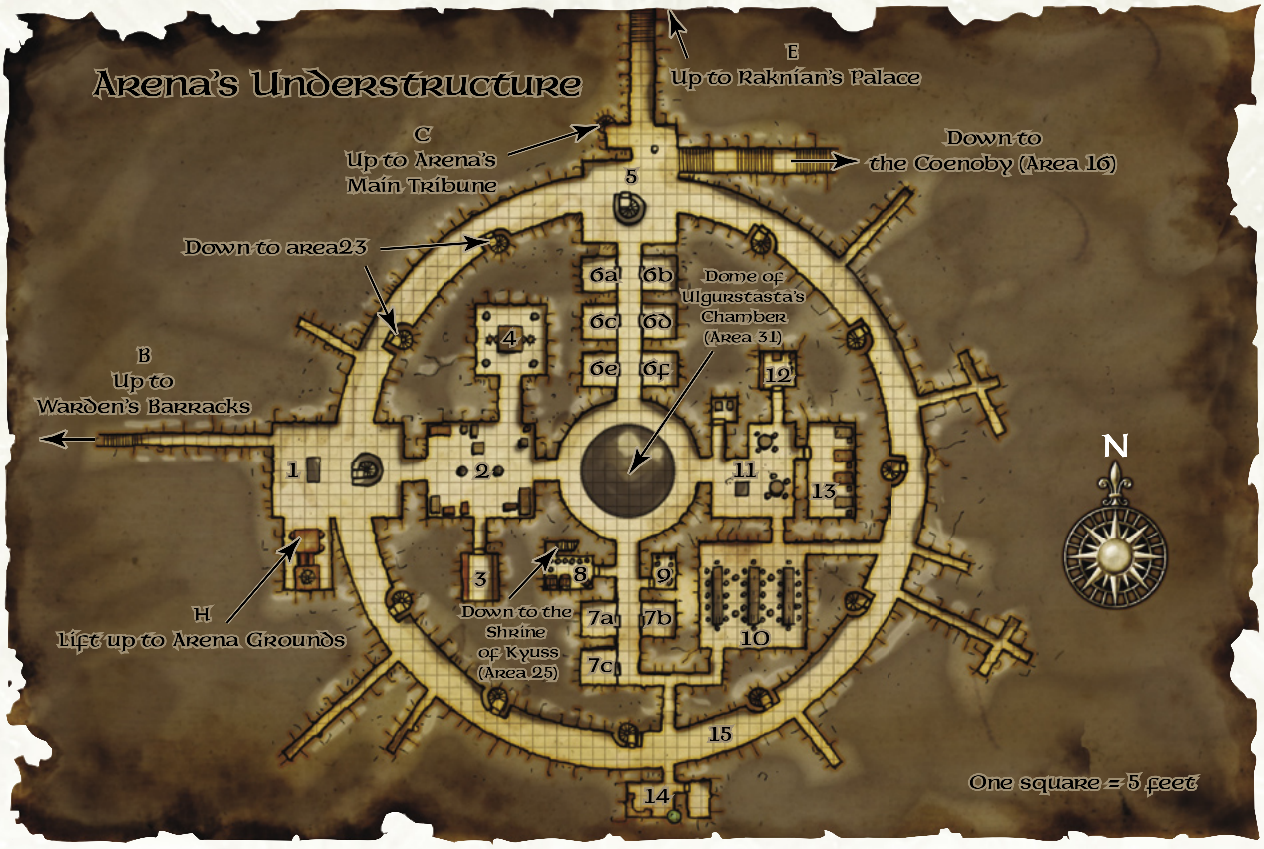
Tactics: Auric's Warband fights in the most straightforward and deadly way. After the group sets up their magical defenses, Auric and the Leatherworks charge the PCs and engage them in melee while Khellek supports them with offensive spells from a point 40 feet above the ground (and just below the limit for flight).

Development: If the PCs have not dealt with the ulgurstasta in area **32**, this event transforms into something altogether horrible as detailed in Part Four.

Otherwise, as the PCs defeat the current champion, the crowd explodes into chaos. The entire arena becomes a deafening roar as nearly 18,000 souls rise to their feet to cheer the party's victory, chanting their names over and over. If the ulgurstasta did not appear, Raknian realizes something horrible has gone wrong with his plans and he retreats into the temple of Kyuss to investigate. Continue with Part Four.

PART THREE: THE HIDDEN SHRINE OF KYUSS

On the first night the PCs stay in the Coenoby, security is fairly tight. There are a lot of gladiators in the Coenoby, and as a result a lot of guards. Sneaking off to explore the understructure is a plan best put off until after the first battles on day 1.



After the first night, the surveillance in the Coenoby is much less intense. As long as the PCs are at least passably subtle about their intentions, no one really notices if they slink off to explore. During the day, the majority of the guards are posted up topside to provide security for other fights and events taking place in the arena, and at night the majority of the guards are so exhausted that they're asleep. There are no regular patrols in the understructure as a result.

If the PCs are caught outside of the Coenoby by guards, a DC 25 Diplomacy check to make the unfriendly guards friendly convinces them to not report the incident if the PCs agree to return to the Coenoby immediately. A Bluff check convinces the guards that the PCs have permission to be where they are, but the guards have a +10 on their Sense Motive check to see through this bluff since it's hard to believe. Finally, a bribe of 50 gp (per guard encountered) is enough to buy that particular patrol's silence.

Service Level

The original Free City Arena was a much smaller, circular structure. The arena itself was rebuilt and expanded many decades ago, but one can still see the original arena's legacy in the shape of the ring that surrounds the service level. This level is used primarily to store supplies and to confine unruly gladiators and beasts. Ceiling height averages at 10 feet and walls are of reinforced masonry. Illumination is provided by iron lanterns hanging from short chains.

During the day, this level is crowded with busy servants, and it would be very difficult to explore it without being noticed and reported to the arena wardens. At night, things are much quieter, with only a single patrol of four of Raknian's bodyguards watching the area. These guards spend most of their time in area **11**, making a lazy patrol of the level once an hour.

1. Western Hall

This hall shows signs of intense recent traffic. The ceiling is supported by a rectangular pillar and by the shell of a circular stairwell. A wooden, life-sized statue of a muscular, half-naked man holding a spear and a horn lies in the southwest corner, where an arcade leads to the space of a large hoist. A heap of metal bars, hinges, and locks sits along the north wall, near a ten-foot-wide, three-foot-tall segment of a wooden frieze. The frieze is decorated with the realistic carvings of fruits and a bull's skull.

The hall is used as a storage area for reusable materials used to build more elaborate battle arenas above. The large southern alcove houses the main hoist of the arena, a complex and efficient machine that can lift up to 4,000 pounds to the surface above with the effort of four laborers at the capstan. The lift is left in its raised position, effectively blocking intrusion from area **H** above.

The stairway to the west connects the hall via a long passageway to the Wardens' Barracks (area **B**). The circular stairway in the middle of the room leads down to the Arena Caverns (area **23**). The stairs also lead up for about 10 feet before ending abruptly in a stone plug—they once led up to the arena above but were blocked off when the entire surface structure was rebuilt and expanded.

2. Workshop

This large room houses a workshop. Tools and simple machines mix with scraps of raw materials, rags, and litter left by busy workers during the previous day. The odor of sawdust, leather, wax, and glue lingers in the air.

The workshop is well equipped for wood, leather, and textile working, although not for blacksmithing.

3. Armory

Two wooden racks line the west and east walls of this room, holding dozens of the odd and picturesque weapons traditionally used by gladiators.

This room contains several racks of gladiatorial and wooden weapons used for fighting and training in the arena. Nets, tridents, polearms, clubs, and spiked chains are the most common weapons found here. None of the weapons are remarkable.

4. Secondary Lift

A lift with two small capstans occupies almost all the space of this room. The machine appears to be locked in the raised position with chains and nails.

This lift can raise up to 3,000 pounds near the center of the arena. In preparation for the Champion's Games, it has been blocked to a raised position and covered with a layer of tiles and sand.

5. Northern Hall

This large, irregular hall seems to be a major junction—many stairways and passages lead in and out.

This hall allows direct access to the Coenoby (area **16**), to Raknian's Palace via a stairway to the north (area **E**) and to the main tribune of the arena above via a stairwell in the northwestern corner (area **C**).

6. Beast Cages (EL 7)

Six identical cells open along this corridor, each one closed by a metal gate. The growl of a large feline breaks the silence, followed by several porcine grunts.

Creatures: These six cages contain animals used alternately as guard beasts and creatures for gladiator fights. The steel gates that close the cages are padlocked (Open Locks DC 20).

The domesticated leopards in the cage are hostile toward intruders and are likely to raise the alarm with loud roars if not silenced or beguiled. The lion and the boars, on the other hand, are unwilling prisoners, and are just plain unfriendly.

Leopard (2): hp 19; *Monster Manual* 274.

Lion: hp 32; *Monster Manual* 274.

Boar (3): hp 25; *Monster Manual* 270.

7. Death Row

These cells hold prisoners who have been condemned to death and are scheduled for execution in the arena. The bodies of executed prisoners are supposedly burned, but in fact Bozal Zahol has been claiming them for his uses in the Shrine of Kyuss below.

Two of these cells are empty, but one (area **7b**) holds a prisoner. The prisoner is a nameless, deaf-mute, insane tramp (CN human commoner 2), captured by Raknian's bodyguards and scheduled to be sent down to Bozal Zahol soon. The vagabond is insane, and cannot answer questions coherently as a result. Still, the poor soul can be communicated with if the PCs can make a DC 20 Bluff check. The vagabond is terrified—just two days ago he saw Bozal Zahol enter the cell opposite and place a Kyuss worm on the face of the prisoner kept there. That prisoner's transformation into a spawn of Kyuss (that Bozal then promptly controlled) shattered the vagabond's already shaky mind. If the PCs communicate with him, he simply draws crude illustrations of worms in the dirt and dust of his cell floor and points at the cell opposite. He saw Bozal enter and leave death row from area **8**, and not knowing of the secret door there, he's convinced the tiefling priest and his new undead minion are still in that room.

Remove blindness/deafness restores the vagabond's hearing and thus removes the need to make a Bluff check to communicate with him. It takes a *heal* or a *greater restoration* to completely cure the vagabond, in which case he tearfully thanks the PCs and tells them everything he knows about the activites going on in the arena before fleeing.

Development: In the early morning hours of Day 4, Bozal Zahol visits this cell with a preserved Kyuss worm, transforms the tramp into a spawn, and returns with his new minion to the shrine below.

8. Wine Cellar (EL 7)

This small cellar contains several barrels and hundreds of glass bottles on shelving on the south wall. The air is thick with the smell of vinegar.

This room stores wine and other, stronger spirits. An open barrel near the east wall contains vinegar, and its smell fills the room (handy in covering up the unpleasant odors coming from the Shrine of Kyuss).

A carefully-hidden swiveling wall section in the northwest corner can be discovered with a DC 30 Search check. This secret door opens onto a landing at the top of a narrow flight of stairs that leads to area **25**. The foul rotten smell of the shrine of Kyuss is immediatley apparent once anyone steps into this stairway.

Trap: A *greater glyph of warding* guards the upper landing of this secret staircase.

Greater Glyph of Warding Trap (slay living): CR 7; spell; spell trigger; no reset; spell effect (*glyph of warding* [*slay living*], 11th-level cleric, DC 19 partial); Search DC 31; Disable Device DC 31.

9. Combustibles Storage

This storage room contains a half-dozen stirrup-vases and scores of stoppered clay flasks. The distinct odor of tar hangs heavily in the air.

The stirrup-vases are full of tar and clay flasks contain alchemist's fire. There are 60 flasks in all.

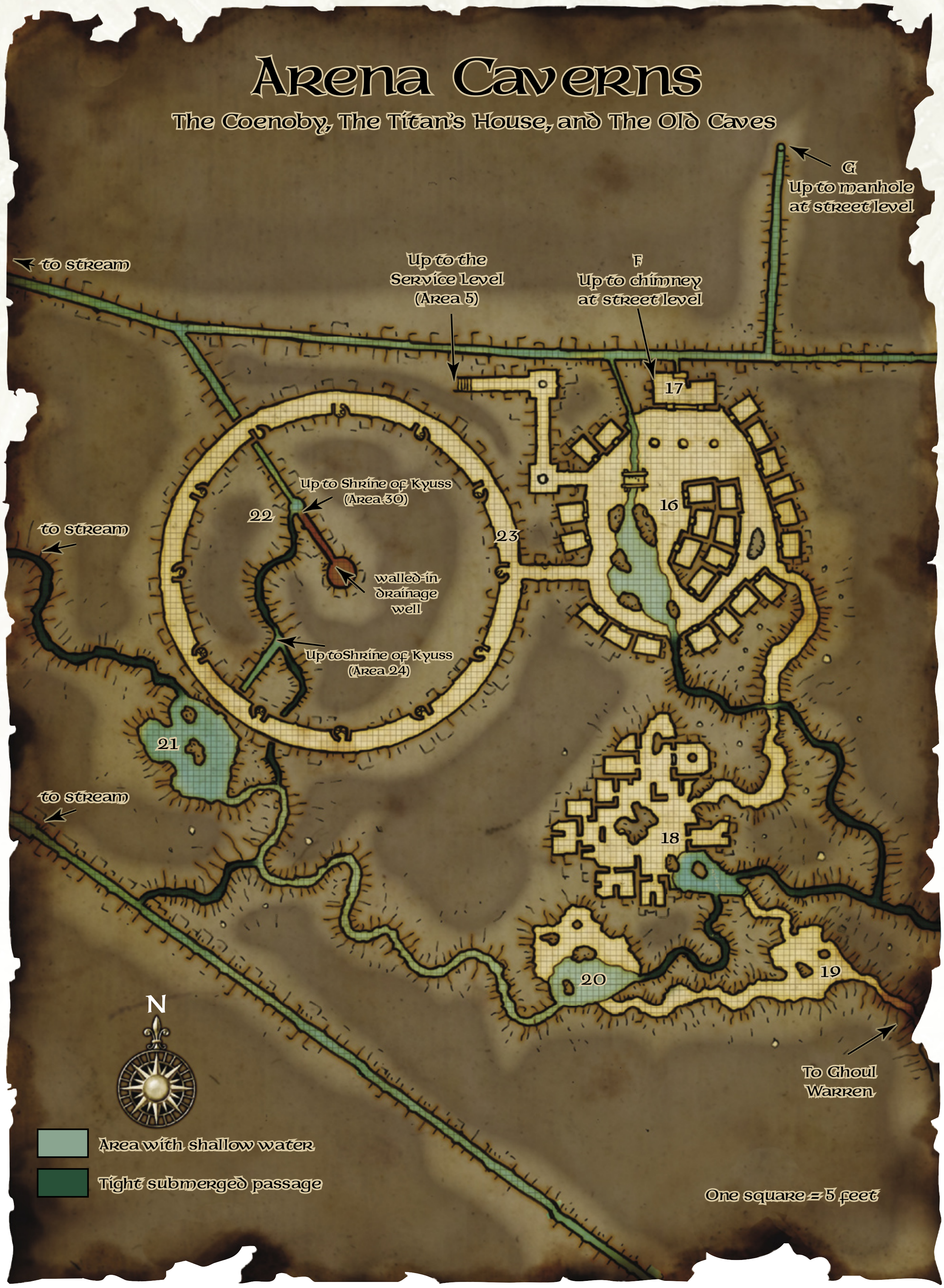
10. Mess Hall

Four columns support the vaulted ceiling of this large hall. Three long tables with stools provide dining space for about forty people.

During the day, this hall is used as a canteen by the arena attendants to take their meals.

11. Guardroom (EL 9)

This elongated, irregular room features a central square pillar, a living area with two round tables and a narrow passage in the northwest corner. Three copper braziers in the corners light the room.


Arena Caverns
The Coenoby, The Titan's House, and The Old Caves
G
Up to manhole at street level
to stream
Up to the Service Level (Area 5)
F
Up to chimney at street level
17
16
Up to Shrine of Kyuss (Area 30)
22
23
to stream
walled-in drainage well
Up to Shrine of Kyuss (Area 24)
21
to stream
18
20
19
To Ghoul Warren
N
Area with shallow water
Tight submerged passage
One square = 5 feet

The passage in the northwest corner is barely 4 feet wide and leads to a small door painted in blue. Behind the door is an unremarkable and reasonably clean lavatory.

Creatures: During the day, arena attendants use this room for breaks. During the night, a patrol of four of Raknian's bodyguards are stationed here. Once every hour, two of them patrol the surrounding chambers (this takes 10 minutes).

Bodyguards (4): hp 42 each; see page 38.

12. Pantry

This small room contains craters and jars of all sizes and shapes. Several dozen sausages hanging from the ceiling emanate an intense and pleasant smell of smoked meat.

Preserved foods of all kinds (cheese, sausages, honey, and hardtack) are stored here.

13. Dormitory

This spartan dormitory contains four beds and four wooden cupboards with three shelves each. Four rucksacks sit on the shelves.

During the day, the four bodyguards stationed in area **11** sleep here. The rucksacks contain unremarkable personal effects and belongings.

14. Kitchen

A large angular fireplace dominates this well-equipped, clean kitchen, where several metal grills and spits are neatly arranged. A circular well sits in the southeast corner. A passage to the east leads to a small door, where a few, half-empty sacks of flour are stacked on the floor.

The arena attendants prepare meals here for themselves, the prisoners, and the animals in area **6**.

15. Circular Hallway

A series of identical stairwells, accessible through archways closed by steel gates, are spaced evenly along the inner wall of this hallway; each of these stairwells leads down to area **23** and once led up to the arena above (although they've all been blocked with stone). Other, lesser archways lead out from the central ring to narrow, dusty and neglected tunnels used for storage. At your option, a secret passage in one of these tunnels can lead to a basement within the walls of the Free City.

Arena Caverns

The arena caverns are the deepest level of the complex, about 30 feet under the Service Level. This is a vast and varied complex, partly natural and partly worked stone. The caverns are connected to the Free City sewer system and are crossed by an underground stream which surfaces here and there, forming shallow pools of cold water. In most cases, the subterranean stream travels in tight 2-foot-wide submerged passages.

With the exception of the Coenoby (area **16**), no guards patrol this area.

16. The Coenoby

This enormous cave resembles some sort of underground village. The cave walls are finely hewn and the floor paved with smooth slabs of stone. Many artificial and natural pillars support the relatively low ceiling fifteen feet above. Wooden doors on the cave's walls lead to a circle of underground dwellings, the lodgings of gladiators during the Champion's Games. A pair of similar doors on the north wall leads to a kitchen and an infirmary. An underground stream runs in the middle, crossed by a wooden bridge that leads to a dining area with two long tables. The relatively fresh air, murals of famous gladiators on the walls, and the soft illumination provided by amber-colored light globes hanging from the ceiling makes this cave a true marvel of underground architecture.

The Coenoby was once an ancient catacomb similar to the nearby Titan's House (area **18**). Three years ago, Raknian remodeled the Coenoby into the subterranean guesthouse it is today. Especially designed for the Champion's Games, the Coenoby can accommodate the twenty-four starting teams with reasonable comfort.

Two groups of arena wardens are supposed to keep an eye on the Coenoby during the Champion's Games, but after day 1 has come and gone, the majority of the guards here are tired and easily distracted, when they're even present at all. Raknian himself is so distracted by the coming sacrifice and the chaos of organizing the Games that he doesn't have time to watch the PCs as closely as he would like.

17. Kitchen and Infirmary

These two adjoining rooms, a kitchen and an infirmary, are used to cook meals for the hungry and administer first aid to the wounded.

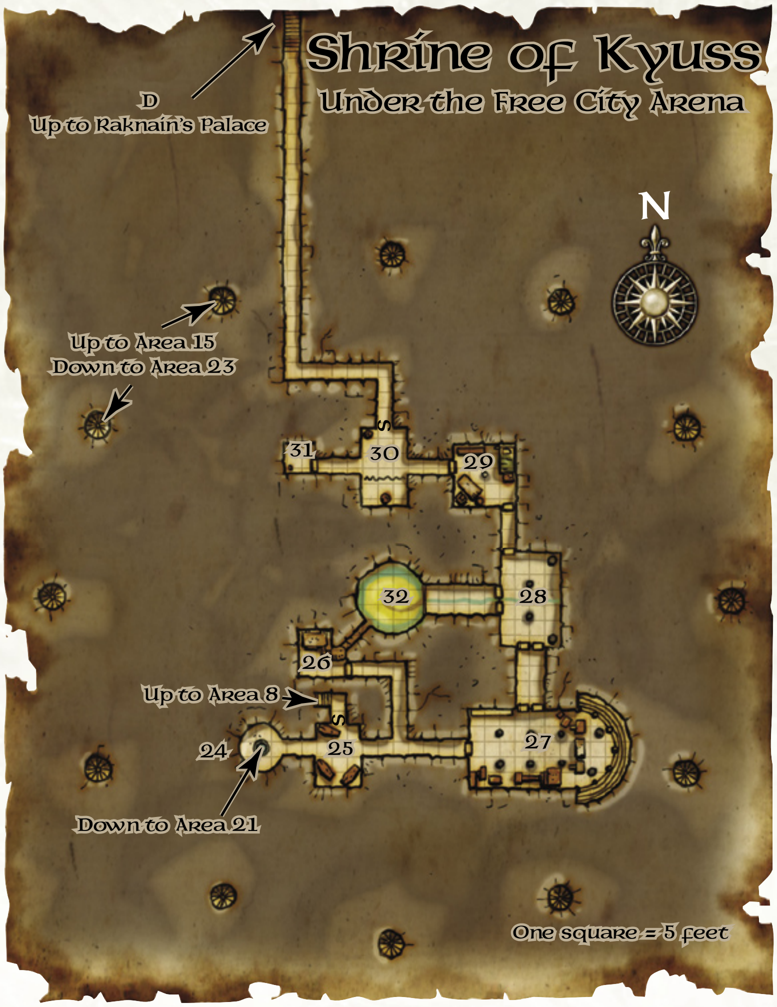
Both rooms are clean and well equipped for their use, although nothing special or valuable is left here during the night. A sink on the north wall of the kitchen connects to the sewer system of the Free City through a tiny drainage pipe. The cowl of the fireplace in the northwest corner has a very large flue, which could be ascended by a PC to reach the surface (area **F**).

18. The Titan's House

This huge cave resembles the Coenoby, but is in a state of century-old abandonment. It looks like a surface structure once stood here, a cluster of stone houses that were buried under a million tons of rubble a long time ago. In the labyrinth of ceiling-high sections of ruined walls, the only remarkable feature is the idol that gives this cave its name, the ten-foot-high, alabaster statue of a powerful giant armed with a mattock. Now the silent guardian of the Titan's House, the statue stands in an almost completely enclosed space in the northeast part of the cave.

The source of this catacomb of stone buildings predates even the Free City itself. Built by an ancient cult of demon-worshipers who performed human sacrifices on a hillock above, all that remains are these well-built but empty ruins.

This catacomb is frequently visited by gladiators staying in the Coenoby after the first day, as the rooms are a safe and relatively private place for meditation or for more carnal pursuits. The cave floor slopes down to the south where a 10-foot-deep pool of water is located. A submerged tunnel here once led up to area **19**, a cavern that leads to a large network of ghoul warrens to the southeast. Raknian had his men install a large stone plug in this submerged tunnel to keep the ghouls out. The plug is visible from the surface with a DC 15 Spot check.



Stone Plug: 1 foot thick; Hardness 8; hp 180; Break DC 34.

19. Ghastly Convention (EL 9)

Rubble and old bones of humans and animals clutter the floor of this fifteen-foot-high cave. A terrible stench of decay hangs here.

This cave was once used by ancient cultists as an ossuary for the bones of sacrificed victims. The cave has been frequented by corpse-eating undead for centuries as a result, and is in fact the northwesternmost portion of a large and tangled warren filled with ghouls, ghasts, and more terrible undead. The extent and exact occupants of these tunnels are beyond the scope of this adventure, but provide an interesting (and dangerous) optional route of entry for PCs who don't want to take the gladiator route to infiltrate the arena.

Creatures: A pack of ghasts dwells here now. Zahol encountered the ghasts several months ago and struck a deal with them—in return for his disposing of nice ripe dead bodies in this chamber on a weekly basis, the ghasts serve him as guards to make sure no one approaches the areas to the northwest. There are nine ghasts here.

Ghasts (9): hp 29 each; *Monster Manual* 119.

20. Pool Cave

A shallow pool of water occupies the southern part of thus fifteen-foot-high cave. Several geometric graffiti are etched here and there on the walls.

This cavern is empty, but any amount of loud noise or light is likely to attract the ghouls from area **19** if they haven't yet been encountered. The river leading to the west is not completely submerged, and as it is only 3 feet deep and flows at a languid pace can be easily navigated by most humanoids.

21. Sewage Grotto (EL 9)

This low-ceilinged grotto is completely flooded by murky, foul-smelling water. Piles of drenched rubbish, debris, and rotting flotsam bob everywhere. The dirty water flows out constantly from a sloping sewer conduit on the north wall. Thick sheets of rancid-looking slime cling to the ceiling in pale yellow gobs.

This grotto is where the refuse thrown in the pit of area **24** is dropped after a slow roll down a sloping conduit to the north. The water is fairly shallow at only 1 or 2 feet deep, but the uneven ground makes for difficult terrain. The ceiling is only 10 feet high.

Creatures: With the help of his alkilith ally (see area **30**), Zahol has captured and contained a group of four ochre jellies. These oozes cling to the ceiling of this cave, and can slither about with ease, reaching anything from above with their pseudopods. They'll pursue prey relentlessly from this chamber.

Ochre Jellies (4): hp 69; *Monster Manual* 203.

Treasure: A DC 25 Search of this room uncovers a severed arm on which remains a *gauntlet of rust*.

22. Sewer Collector

This wretched space is filthy beyond imagination, being a collector for several drainage pipes of the arena complex above. The walls and ceiling are riddled with sewage spouts of all sizes, and rancid water constantly flows out of them.

This collector is accessible from the Free City sewer system and a nearby sewer access (area **G**). Zahol's personal lavatory (area **30**) is located directly above the room, and its 6-inch-wide drain pipe drops vertically into it.

The passage southeast of here once connected to a central drainage well, but it has been filled with rubble when Raknian and Bozal created the chamber for the ulgurstasta (area **32**).

23. Circular Hallway

This 15-foot-high circular hallway corresponds to the one above (area **15**). A 10-foot-wide passage leads east to the Coenoby (area **16**).

Shrine of Kyuss

This part of the complex is situated below the Service Level but above the caverns. It originally served as a secret shrine for worship of Kord by the original builders of the arena, but when the above-ground structure changed ownership and was rebuilt into its current configuration, knowledge of this hidden shrine passed from view. Raknian discovered the shrine not long after he became director, and when he solidified his alliance with Bozal Zahol, he allowed the Kyuss cultist to take control of the shrine and make it his own.

Today, the entire place reeks of a charnel house and is dark, except where otherwise noted. All the doors of this level are modern fixtures of strong wood, and open smoothly.

24. Pit Room

This circular room has a five-foot-wide pit in the middle of the floor. An oil lamp hanging from the center of the ceiling illuminates the pit.

The pit drops 15 feet down to a sewer conduct that slopes toward area **21** through a ramp of tiny waterfalls. Zahol uses the pit to get rid of rubbish and to throw food to his ochre jellies. Climbing the pit's slippery walls requires a DC 25 Climb check.

25. Coffin Storage (EL 8)

This square room contains three plain wooden coffins. Two coffins lie along the south wall, while a third has been placed in the north part of the room. Several empty sacks are piled near the third coffin.

These coffins are used to transport and contain bodies delivered to the shrine from Raknian; they are all currently empty but show signs of heavy use. The sacks are empty, but contain traces of sand.

Creatures: Three spawn of Kyuss guard this chamber. These nasty undead were once prisoners, but Bozal Zahol claimed them and transformed them into spawn using Kyuss worms. A spawn of Kyuss resembles a nearly skeletal zombie, save that it is infested with writhing green worms that bulge and drip from its eyes and mouth.

SPAWN OF KYUSS (3) CR 5
CE Medium undead
Monster Manual II 186
Init –1; **Senses** darkvision 60 ft.; Listen +0, Spot +6
Aura fear (40 ft. radius, DC 14)
Languages Common

AC 11, touch 9, flat-footed 11
hp 29 (4 HD); fast healing 5
Immune undead traits
Fort +1, **Ref** +0, **Will** +4
Weakness curative transformation

Spd 30 ft.
Melee slam +7 (1d6+6 plus worm and Kyuss' gift) or
touch +6 melee touch (0 plus worm)
Ranged worm +1 ranged touch (special)
Base Atk +2; **Grp** +6
Special Atk create spawn, fear aura, Kyuss' gift

Abilities Str 18, Dex 9, Con —, Int 6, Wis 11, Cha 15
SQ turn resistance +2
Feats Toughness, Weapon Focus (slam)
Skills Hide +0, Jump +7, Move Silently +3, Spot +6

Create Spawn (Su): If a spawn of Kyuss hits with a slam attack, as a free action it may transfer a worm from its body to that of the target (it may also do this as a touch attack or have a worm leap as a ranged touch attack with a range of 10 feet). The worm is a Fine vermin with AC 10 and 1 hit point. During this time, the worm can be killed by normal damage or the touch of silver. On the spawn's next turn, the worm burrows into the flesh of its target (creatures with natural armor +5 or more are immune), making its way toward the brain and causing 1 hit point of damage per round until it reaches the brain 1d4+1 rounds later. When inside a victim, the worm can be destroyed by *remove curse* or *remove disease* (or spells that duplicate these effects); *dispel evil* or *neutralize poison* delays its progress for 10d6 minutes. These spells affect multiple worms within the same victim. Worms cannot survive outside of a host for more than 1 round. A DC 20 Heal check extracts the worm and kills it. Once the worm reaches the victim's brain, it inflicts 1d2 points of temporary Intelligence damage per round until it is destroyed or the victim reaches 0 Intelligence, at which point the host dies and rises as a spawn of Kyuss 1d6+4 rounds later. Small, Medium, and Large creatures become spawn of Kyuss as described above; smaller creatures quickly putrefy rather than becoming spawn, larger creatures become normal zombies. Spawn (and spawned zombies) are not under the control of their parent but usually follow after whatever spwan created them. Any creature that touches a spawn with an unarmed strike or other natural weapon is immediately attacked by 1d4 worms.

Curative Transformation (Ex): *Remove curse* or *remove disease* (or more powerful effects that duplicate these spells) transforms a spawn of Kyuss into a normal zombie.

Fear Aura (Su): Continuous effect in a 40-ft. radius, as a *fear* spell (panicked), Will negates DC 14. A creature that makes its save against the aura is immune to it for 24 hours. Caster level 7th. The DC is Charisma-based.

Kyuss' Gift (Su): Supernatural disease, incubation time 1 day. The disease deals 1d6 Constitution and 1d4 Wisdom damage per day, manifesting as rotting flesh and dementia. Healing magic has only half effect on the victim, though *remove disease* cures it normally. Fortitude DC 12.

26. Pump Room

The north part of this room is occupied by a piece of ancient machinery built of stone and metal, but seems not to have been in use for centuries. The machinery is connected to the northeast wall by a very large pipe.

A DC 20 Knowledge (architecture and engineering) check reveals that this machine was once a magical water pump capable of siphoning enormous quantities of water into a nearby conduit (the central drainage well under the arena). Although the machine is broken, it still connects to the well (area **32**) by a horizontal, two-foot-wide lead pipe. A Small PC (or a Medium one making a DC 30 Escape Artist check) can clamber into the machinery and traverse the pipe to an opening in the wall of area **32**. At that point, the PC finds further progress blocked by the force sphere created by the *Apostolic Scrolls* (see sidebar). Although the PC likely cannot progress further, he is nonetheless presented with a terrifying view of the semi-dormant ulgurstasta within.

27. Training Hall (EL 11)

The air in this large hall is particularly noisome. The northern wall is almost completely covered by the remains of a wooden bookshelf, whose contents have long ago crumbled to dust. The southern part of the aisle is occupied by dusty pieces of ancient, ruined machinery that may have once comprised sets of semi-automated combat dummies.

This chamber was once used by the faithful of Kord as a training hall, but now their once-impressive dueling machines are ruined and broken.

Creatures: Bozal Zahol uses this large chamber as a "barracks" for the undead he's created since he moved in. Raknian suspects Bozal has been stockpiling an undead army, but as long as he can deliver on his promises, Raknian doesn't really care.

Currently, this chamber contains a single mohrg and six spawn of Kyuss. The undead wait patiently for commands, but are intelligent enough to recognize intruders for what they are and attack at once. One of the spawn of Kyuss breaks away from combat to shamble north to warn Bozal while the remaining undead do their best to ruin the PCs.

Mohrg: hp 91; *Monster Manual* 189.

Spawn of Kyuss (6): hp 29 each; see page 54.

28. Altar Room (EL 11)

Two braziers in the northeast and southeast corners light this rectangular room. A simple altar of stone sits in the middle of the east wall, facing a large set of stone double doors to the west. On the altar is a scroll, which glows with an unnatural green light. A writhing green beam of light emanates out of these scrolls to strike the doors to the west, bathing them in the same green glow.

After Loris Raknian sealed his unholy deal with Bozal Zahol and procured a copy of the *Apostolic Scrolls* from the illithid Zyrxog, Bozal used a ritual in the scroll to conjure a massive undead monster called an ulgurstasta from its lair far to the north in the Wormcrawl Fissure into a special underground chamber nearby (area **32**). The ritual created a special containment sphere of force around the creature, putting it into a semi-dormant state that not only protects it from outside molestation but allows it to grow in size and power until the right moment, much like a chrysalis. The glowing beam of light is a manifestation of the link between the *Apostolic Scrolls* and the sphere of force in area **32**; it can be passed through without ill effect, and blocking its path does nothing to interrupt the effect. The *Apostolic Scrolls* themselves are under a *temporal stasis* effect, and cannot be moved, damaged, or otherwise interacted with until the entire effect is removed. See area **32** for details on how the PCs might be able to undo this effect.

Bozal has placed an *unhallow* spell in this chamber, which creates a zone of *silence* for all non-worshipers of Kyuss in this room.

Creature: If the PCs arrive here during the night, Bozal Zahol stands before the altar, meditating on the *Apostolic Scrolls* and communicating telepathically with the semi-dormant ulgurstasta to learn its unfathomable dark secrets.

Bozal Zahol is a middle-aged tiefling with a flaccid and misshapen figure. His fiendish ancestry is evident in the unnaturally green, almost fluorescent color of his eyes, his twitching tail, the vestigial horns on his brow, and his hoofed feet. Zahol expects the cult of Kyuss to grow considerably after the Age of Worms begins, and plans on being one of the leaders of the cult.

BOZAL ZAHOL **CR 11**
Male tiefling cleric 11 (Kyuss)
NE Medium outsider (native)
Monster Manual 209
Init +0; **Senses** darkvision 60 ft.; Listen +3, Spot +3
Languages Abyssal, Common, Infernal

AC 18, touch 10, flat-footed 18
hp 64 (11 HD)
Resist cold 5, electricity 5, fire 5
Fort +8, **Ref** +3, **Will** +12

Spd 20 ft.
Melee *+1 unholy club* +11/+6 (1d6+2)
Base Atk +8; **Grp** +9
Atk Options smite 1/day (+4 on attack rolls, +11 damage)
Special Atk death touch 1/day (11d6), rebuke undead 4/day (+3, 2d6+12, 11th)
Combat Gear *potion of cure serious wounds*, scroll of *restoration*, scroll of *heal*, *brooch of shielding* (35 points), *wand of inflict moderate wounds* (32 charges)
Spells Prepared (CL 11th, ranged touch +8)
6th—*antilife shell, harm*^{D} (DC 20)
5th—*slay living*^{D} (DC 19), *spell resistance, summon monster V*
4th—*cure critical wounds, death ward*^{D}, *divine power, summon monster IV*
3rd—*contagion*^{D} (DC 17), *blindness/deafness* (DC 17), *dispel magic, invisibility purge, speak with dead, summon monster III*
2nd—*death knell*^{D} (DC 16), *cure moderate wounds, resist energy, shatter* (DC 15), *summon monster II, undetectable alignment*
1st—*command* (DC 14), *cure light wounds* (2), *doom* (DC 15), *inflict light wounds*^{D} (DC 15), *protection from good, sanctuary* (DC 14)
0—*cure minor wounds, detect magic, detect poison, guidance, read magic, resistance*
D: domain spell; Domains: Death, Destruction
Spell-Like Abilities (CL 11th)
1/day—*darkness*

Abilities Str 12, Dex 10, Con 12, Int 12, Wis 17, Cha 12
SQ spontaneous casting (inflict spells)
Feats Combat Casting, Iron Will, Spell Focus (necromancy), Weapon Focus (club)
Skills Bluff +3, Concentration +10, Craft (painting) +6, Diplomacy +6, Hide –2, Knowledge (arcana) +6, Knowledge (history) +6, Knowledge (religion) +9, Spellcraft +8
Possessions combat gear, *+1 chainmail, +1 light fortification light wooden shield, +1 unholy club, periapt of health*, a *strand of prayer beads*, jade holy symbol of Kyuss worth 100 gp, ring of keys

Tactics: If Bozal has advance warning that the PCs are nearby, he immediately casts *antilife shell.* Once this is up, he casts *death ward, spell resistance, invisibility purge, resist energy* (of a type the PCs have used in any gladiatorial battles so far), and *shield of faith.*

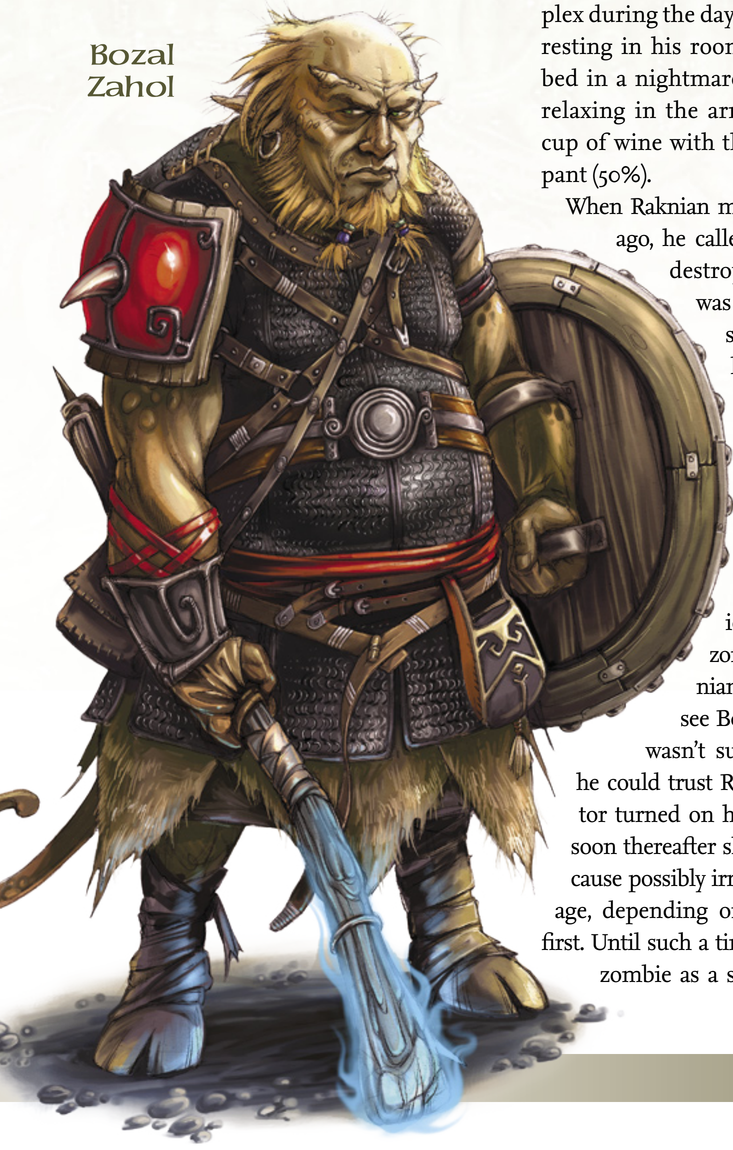
Bozal then moves toward the sound of battle, at which point he begins summoning monsters to add to the fray. If forced into melee, he starts by casting *divine power* and then fights until brought below 20 hit points, at which point he uses his *darkness* spell-like ability to retreat, heal, and return to combat. If Bozal is reduced to fewer than 5 hit points, he loses his nerve and takes a standard action to release the ulgurstasta in area **32**, cursing the PCs at the same time and promising them "the true wrath of Kyuss" for forcing his hand early.

29. Bozal Zahol's Room (EL 10 or 11)

A central pillar of green marble carved in the likeness of a segmented worm supports the ceiling of this square room. The room is dimly lit by a single incense burner that sheds a sweet, fruity aroma. The room is lined with woolen tapestries depicting coiling green worms, and contains a bed, an armchair, and a cupboard. Near the bed is a small nightstand and an ornate, elongated trunk.

The cupboard contains the personal effects and clothing of a traveling cleric, including an ebony walking stick, a dark traveling outfit, and a rucksack. On the bedside table are a hooded lantern, a jug of red wine, a clay cup, and a pair of round goggles with smoky quartz for lenses. The trunk is locked (Open Locks DC 25) and trapped.

The trunk is an art object both disgusting and fascinating, and emanates an aura of abjuration and necromancy if subjected to *detect magic*. Made of darkwood and bound with steel, the trunk measures 36x18x18 inches. A steel plaque representing a screaming skull infested by worms, the unholy symbol of Kyuss, is nailed to the lid. The side panels are painted in tones of black and green with a cycle of apocalyptic images that runs around the trunk like a frieze. The images are divided into two horizontal strips, underground and aboveground, by a cutaway of the earth's crust. Underground, the horrible figure of a man made of worms lies imprisoned in a huge stone monolith. The figure has been represented in perspective on all the trunk's four sides. Huge green worms writhe in the surrounding caverns and break through the cavern's crust to invade the aboveground part of the paintings, where a sickly green light illuminates a blasted landscape. There, the writhing worms tower over a population of monstrous undead and naked, terrified victims.


Bozal Zahol

Creature: If the PCs explore the complex during the day, they find Bozal Zahol resting in his room, either lying on the bed in a nightmare-filled sleep (50%) or relaxing in the armchair and "sharing" cup of wine with the room's other occupant (50%).

When Raknian murdered Lahaka a year ago, he called on Bozal for aid in destroying the body. Bozal was only too happy to do so, and told Raknian later he destroyed her body by feeding her to the alkilith in area **30**. In fact, Bozal did no such thing. He instead animated Lahaka as a zombie as a strange sort of insurance policy. He commanded the zombie to head up to Raknian's Palace if she doesn't see Bozal for 24 hours. Bozal wasn't sure at first how much he could trust Raknian, so if the director turned on him this zombie would soon thereafter show up in his house to cause possibly irreparable political damage, depending on whom she attacked first. Until such a time, Bozal uses Lahaka's zombie as a silent drinking partner and servant. An investigation of the zombie (DC 15 Heal check or DC 20 Search check) reveals that she was killed by strangulation; even now, a year after her death, her undead flesh still bears the angry red indentation on her neck from Raknian's distinctive serpent-styled *ring of protection +2*. Anyone who's interacted with Raknian can make the connection with a successful DC 21 Wisdom check.

Bozal Zahol: hp 64; see page 55.

Human Zombie: hp 16; *Monster Manual* 266.

Trap: The trunk's steel lock was warded by Zahol's mentor (a monstrous high priest of Kyuss) with a particularly horrific magical trap. Anyone who opens the chest without uttering a complex prayer to Kyuss must make a DC 20 Will save. Success means that the character only takes 2 points of Constitution damage as a foul green worm bursts from his flesh near where he touched the chest to drop onto the floor and turn to goo. On a failed save, the lock snaps shut and the character's body winks out of the Material Plane, leaving all clothing and equipment behind. Immediately after, a tiny representation of the character, naked and helpless, appears on one of the trunk's side panels as one of the victims of the undead horde. While trapped in the chest's painting, the character experiences continuous, sanity-blasting nightmares, ensnared in the writhing dreams of Kyuss. This is a necromantic effect.

Each hour the character remains trapped, he takes 1d4 points of Intelligence, Wisdom, and Charisma drain. When one of these ability scores reach zero, the character's image on the trunk animates long enough to be eaten by the worms, and is then gone. The trapped character can be freed with a successful *dispel magic* against caster level 20th. Alternately, antimagic, *dispel evil*, *freedom*, *miracle*, *Mordenkainen's disjunction*, or *wish* cast on the trunk can rescue the character—once the image is gone, only *miracle*, *true resurrection*, or *wish* can return him to life. Upon being rescued from the terrible trap, the character reappears next to the box, naked and and unconscious.

The trapped trunk can be disabled with a DC 35 Disable Device check; doing so frees any trapped characters as detailed above. Destroying the chest also frees any trapped characters, but each time a creature damages the chest (from any range), it must make a DC 20 Will save as if he tried to open it.

Dreams of Kyuss Trap: CR 10; Hardness 8; hp 60; Break DC 30; magic device; touch trigger; automatic reset; Will DC 20 to take 2 Con damage and resist above effects; Search DC 30; Disable Device DC 35.

Treasure: The trunk contains a bag of 300 gp, four deep green spinels worth 100 gp each, three aquamarines worth 500 gp each, a *potion of cure moderate wounds*, a scroll of *death ward*, two scrolls of *ethereal jaunt*, three doses of *dust of tracelessness*, seven blocks of exotic incense worth 200 gp each, two blocks of *incense of meditation*, a *wand of restoration* with 36 charges, and a *Muryland's spoon*. Lastly, three vials containing *oil of gentile repose* each contain a Kyuss worm. These worms are in stasis—if exposed to the air they live for one round and try to infest any living creature (or corpse) they can reach.

30. Kyuss's Visage (EL 14)

A brazier in the northwest corner lights this rectangular room. A green and black checkered curtain hanging from a steel bar fixed near the ceiling conceals the south wall.

A swiveling section of wall in the middle of the north wall can be found with a DC 25 Search check. The passage beyond this secret door leads to a long corridor that ends in another secret door in the basement of Raknian's palace (area **D**).

The curtain itself is made of magically enhanced spider silk; creatures on the southern side can look through the curtain as if through thick fog (concealment applies to anything on the north side), whereas creatures from the north cannot see through the curtain at all. It conceals the southern section of the room where a six-foot-tall black earthenware urn stands near the middle of the south wall. The south wall is completely filled with a mosaic of tiny green tiles depicting the horrible skull of Kyuss. The urn is the resting place of an amorphous demon: an alkilith summoned by Zahol with a *planar ally* spell.

Creature: The alkilith has been used by Zahol to "domesticate" the ochre jellies in area **21**, and has been stationed as a guard in this room. The demon is not too happy with its servitude, and does not leave this room to help Zahol anywhere else in the complex even if it hears the sounds of combat. The alkilith surges out of its urn the instant it sees or hears anything on the other side of the curtain.

ALKILITH DEMON CR 14
CE Medium outsider (chaotic, evil, extraplanar, tanar'ri)
Fiend Folio 46
Init +7; **Senses** darkvision 60 ft.; Listen +19, Spot +19
Languages Abyssal, Common; telepahty 100 ft.

AC 23, touch 17, flat-footed 16; can't be flanked
hp 82 (11 HD); **DR** 15/good, half damage from bludgeoning attacks
Immune acid, critical hits, electricity, harmful gas, paralysis, poison, polymorph, sleep, stench, stunning
Resist cold 10, fire 10; **SR** 23
Fort +10, **Ref** +14, **Will** +10

Spd 40 ft.
Melee 4 slams +19 (1d8+3 plus acid)
Base Atk +11; **Grp** +14
Special Atk cloudkill form, *summon tanar'ri*
Spell-Like Abilities (CL 11th, ranged touch +18)
At will—*contagion* (DC 20), *desecrate, detect magic, dispel magic, enervation, greater teleport* (self plus maximum load of objects only), *hold monster* (DC 21), *magic circle against good, stinking cloud* (DC 20), *wall of ice* (DC 21)
3/day—*cone of cold* (DC 22), *unholy blight* (DC 21)

Abilities Str 16, Dex 25, Con 16, Int 14, Wis 17, Cha 15
SQ command ooze
Feats Alertness, Combat Reflexes, Weapon Finesse, Weapon Focus (slam)
Skills Bluff +16, Concentration +17, Diplomacy +20, Disguise +2 (+4 acting), Escape Artist +21, Hide +21, Intimidate +18, Listen +19, Move Silently +21, Sense Motive +17, Spot +19

Acid (Su): Anyone struck by the alkilith's slam must make a DC 18 Fortitude save or take an additional 1d6 points of acid damage. This acid damage continues over the next 1d6 rounds. Additionally, each time a character fails a Fortitude save against this attack, one of his items (determined randomly as if he had rolled a natural 1 on his saving throw) suffers the acid damage as well.

***Command Ooze* (Sp)**: An alkilith can control the actions of any ooze within 60 feet as a free action. The ooze is allowed a DC 17 Will save to resist.

Cloudkill Form (Su): As a full-round action, an alkilith can assume the form of a cloud of noxious green vapor. The alkilith is gaseous (as if by the *gaseous form* spell) in this form, and anyone inside the cloud suffers as if from a *cloudkill* spell at caster level 11th. Returning to solid form is a full-round action.

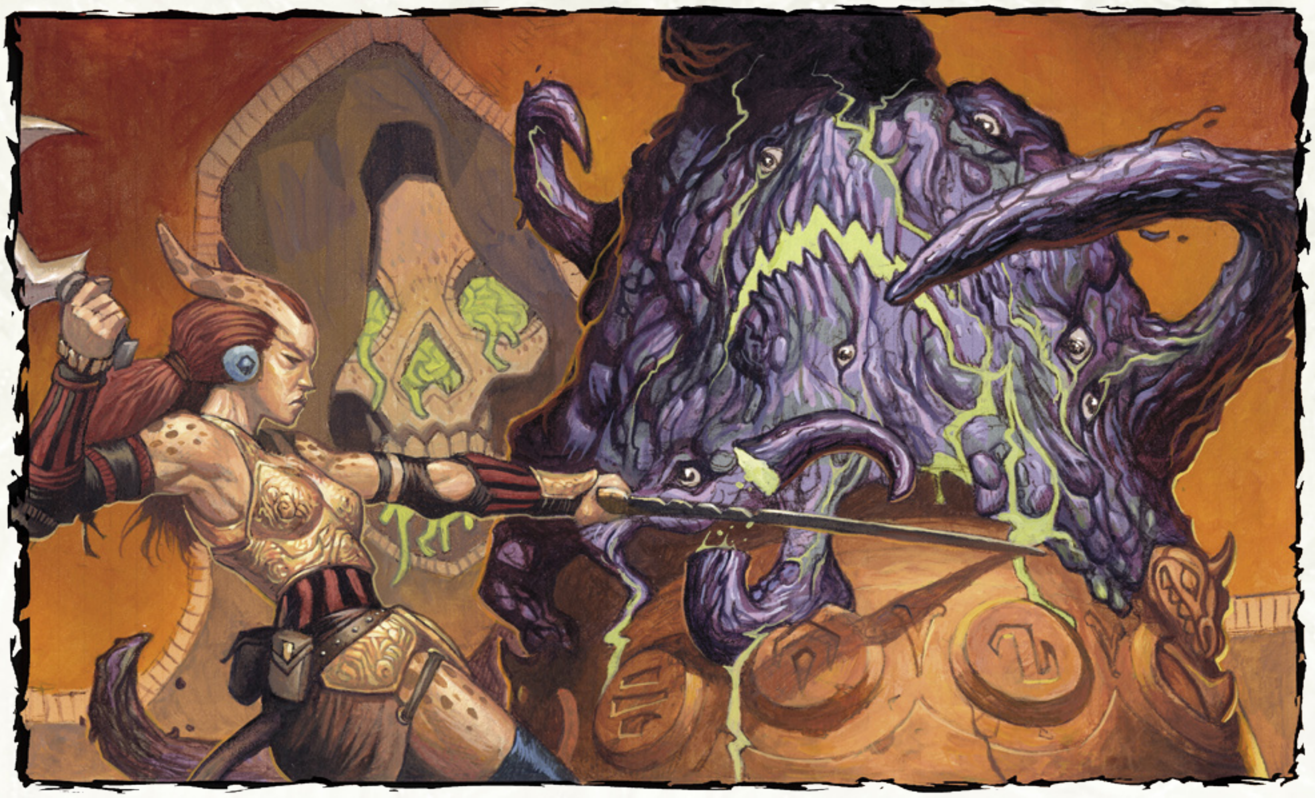
***Summon Tanar'ri* (Sp)**: Once per day, an alkilith may attempt to summon 1 hezrou with a 50% chance of success.

Tactics: The alkilith's first action when it sees trouble is to prepare an action to use *cone of cold* once anything pulls aside the curtain. Otherwise, it pulls the curtain aside itself once at least three people are in the northern portion of the room (and thus can be exposed to the trap). Its first action then is to fill the room with a *stinking cloud*. The alkilith then uses *wall of ice* to block ranged fighters and spellcasters from targeting it and uses *enervation* and additional *cones of cold* at anyone still nearby. It continues using spell-like abilities until attacked in melee, at which point it fights back with its acidic slams. If reduced to fewer than 25 hit points, the alkilith teleports into the passageway to the north just beyond the secret door. It then assumes cloudkill form and seeps back into this room to try to poison the characters. The strictures of the *planar ally* spell prevent the alkilith from fleeing completely, but if brought below 10 hit points it teleports to area **28** to seek out Bozal for healing. If he's dead, the demon tries to collect the ochre jellies from area **22** for reinforcements. If this fails, it returns to patrol the shrine of Kyuss after attempting to summon a hezrou to aid it, hoping the PCs have left but ready to fight to the death if it encounters them again.

Trap: A *symbol of fear* has been incorporated into the mosaic on the wall. Zahol incorporated a password that the alkilith uses to avoid being subjected to the symbol.

Symbol of Fear: CR 7; spell; spell trigger; no reset; spell effect (*symbol of fear*, 11th-level cleric, DC 20 Will negates); Search DC 31; Disable Device DC 31.

Treasure: The pinpoints of green light in the demigod's eye sockets on the mosaic have been rendered with two emeralds worth 1,000 gp each. The spidersilk curtain is worth 250 gp.



31. Lavatory

> This small room contains a latrine and a porcelain washbasin. A silver pitcher lies on the floor near the washbasin.

The latrine drain drops directly over a collector room of the Free City sewers below (area **22**).

Treasure: The silver pitcher is of elven manufacture and is worth 30 gp.

32. Ulgurstasta Chamber

> A huge, vaulted chamber lies ahead, dimly illuminated by a green light. There a colossal, disgusting behemoth similar to a gigantic, yellowish grub lies on a heap of rubble, bones, and rotting foulness. The creature seems immersed in a magic slumber, and its horrid body seems to pulsate with an abominable, ever-increasing power.

Use the description above if the PCs get a glimpse of the chamber from area **26**. If the PCs approach the chamber from area **28**, read the following to describe the sealed portal outside the chamber.

> A large portal of stone, covered with the obscene depiction of an orgy of dead, worm-ridden corpses blocks the passage. In the middle of the macabre mass, a carving of the horrible skull of Kyuss utters a silent scream of triumph.

Note that the portal is within the containment sphere that protects the ulgurstasta, and cannot touched by anyone but Bozal Zahol (see "The Apostolic Scrolls" sidebar).

This containment sphere created by the *Apostolic Scrolls* is a shell with a diameter of 20 feet that protects the monster as its power increases. The shell is impervious to all attacks and most magic (including dimensional and planar effects), and exists both in the Material Plane and Ethereal Plane.

The ulgurstasta within the sphere has already achieved its full growth—all that it waits for now is the moment when Bozag releases it into the arena above. If the PCs release it earlier (see the sidebar on how this task can be accomplished), it roars in rage and immediately attacks anyone nearby.

APOSTLE OF KYUSS **CR 13**

Enhanced ulgurstasta

CE Gargantuan undead

Fiend Folio 180

Init +6; **Senses** darkvision 60 ft.; Listen +23, Spot +23

Aura 40-ft. (tendrils)

Language Common (cannot speak)

AC 23, touch 14, flat-footed 20

hp 204 (17 HD); **DR** 10/magic piercing

Immune acid, cold, undead traits

SR 21

Fort +7, **Ref** +8, **Will** +13

Spd 70 ft.

Melee 2 bites +16 (3d6+16)

Space 20 ft.; **Reach** 20 ft.

Base Atk +8; **Grp** +29

Atk Options Cleave, Great Cleave, Power Attack, improved grab (bite), swallow whole

Special Atk breath weapon, necromantic acid, spawn of Kyuss

Abilities Str 32, Dex 15, Con —, Int 18, Wis 16, Cha 19

Feats Cleave, Combat Reflexes, Great Cleave, Great Fortitude, Improved Initiative, Power Attack

Skills Intimidate +24, Knowledge (arcana) +24, Knowledge (history) +24, Knowledge (religion) +24, Knowledge (the planes) +24, Listen +23, Search +24, Spot +23

Breath Weapon (Su): 1/day; 60-foot cone of necromantic acid; 3d6 Constitution drain (or 1d6 Constitution damage with a DC 18 Reflex save). Creatures killed by this attack animate in the next round as spawn of Kyuss (if humanoid) or skeletons under the ulgurstasta's control. Dormant undead in the ulgurstasta's gut are vomited forth and animate as well at this time (this ulgurstasta has 2 spawn of Kyuss and 6 skeletons created before its unholy enhancement in its gut at this time). For 24 hours after it uses its breath weapon, no creatures swallowed by the ulgurstasta take damage from necromantic acid.

Necromantic Acid (Su): A swallowed victim takes 1d8 points of Constitution drain each round, and animates as a spawn of Kyuss (if humanoid) or skeleton upon death. Undead created in this manner remain dormant until the ulgurstasta vomits them up.

Spawn of Kyuss (Su): As a full-round action, an ulgurstasta can vomit dormant undead in its gut. For 1d6 rounds after being regurgitated, these undead are covered with necromantic acid and deal 1 point of Constitution drain with each successful attack in addition to their normal damage.

Swallow Whole (Ex): An ulgurstasta can swallow a single creature that is at least one size category smaller than itself by making a successful grapple check against a creature it has already grappled. Once inside, the victim is bathed in necromantic acid (see above). A successful grapple check allows the swallowed creature to climb out of the stomach and return to the creature's maw, where another successful grapple check is needed to escape. Alternately, a creature can try to cut its way out with a light slashing weapon. Dealing a total of at least 25 points of damage to the stomach (AC 19) in this way creates an opening large enough to permit escape. Once a single swallowed creature exits, muscular action closes the hole. An ulgurstasta's gut can hold 2 Huge, 8 Large, 32 Medium, or 128 Small or smaller foes.

Tendrils (Ex): An angry ulgurstasta extrudes a whipping storm of millions of thin tendrils to a range of 40 feet. This storm of tendrils renders the ulgurstasta immune to nonmagical ranged weapon attacks and deals 1d12 slashing damage each round to any creature within 40 feet. Creatures in this area other than the ulgurstasta take a –2 penalty on attack rolls.

Tactics: If released, the ulgurstasta becomes enraged. It cannot escape into area **28**, but attacks anyone it can reach from area **32**. If it can't reach anyone, it surges upward through the stone between the top of this chamber and the battlefield of the arena above. The roof above has been weakened by Bozal, and it's only a DC 24 Strength check to burst through into the arena above; with the ulgurstasta's +11 Strength modifier, it'll escape into the outside world soon enough. If it does, it immediately runs amok in the arena and into the Free City beyond if not stopped.

The Apostolic Scrolls

This minor artifact of the cult of Kyuss consists of a 5-foot-long sheet of vellum sewn to a pair of darkwood rollers. Several copies of the scrolls are thought to exist, and all have the same purpose—providing the user with the ability to contact one of the "Apostles of Kyuss" so it can perform a mass sacrifice in honor of its master. The scrolls are written in Abyssal and contain a long and complex litany filled with horrific imagery and descriptions. Performing this ritual takes 24 hours, but it can be split into three 8-hour shifts over the course of three days.

Once activated, the scrolls transport an ulgurstasta from the Wormcrawl Fissure to a single point within 100 feet of the scrolls as directed by the reader. The scrolls create a special containment sphere to protect the ulgurstasta during its growth period. The sphere is a 20-foot radius sphere of force similar to a *wall of force*. The scrolls themselves are protected by *temporal stasis*, and the two are connected by a beam of writhing green light. Each day that passes, the ulgurstasta gains 1d8 hit points, up to the maximum allowed by its hit dice (204 hit points for a 17-Hit-Die specimen). This hit point gain is permanent. During this stage, anyone who touches the scrolls can "feel" the ulgurstasta's evil mind and can communicate with it telepathically. The ulgurstasta is ready to perform the final portion of the ritual once it reaches maximum hit points

The containment sphere is invisible, and feels like a cold, transparent barrier of rubbery material. The reader of the scrolls who created the sphere can touch it safely, but any other creature who touches it takes 12d6 points of damage from negative energy (DC 20 Fortitude save for half damage).

The reader of the *Apostolic Scrolls* can cause the sphere to vanish at any time as a standard action. The sphere can also be destroyed in one of the following ways.

- The sphere can be destroyed with a *disintegrate*, *Mordenkainen's disjunction*, *rod of cancellation*, *miracle*, *wish*, or a *sphere of annihilation*
- The sphere can be destroyed by successful turn undead check. The cleric must make a DC 20 turn undead check, followed immediately by a DC 20 caster level check. Failure on either roll causes a backlash of negative energy that inflicts 1d4 negative levels on the character. Success on both rolls weakens the sphere enough that a successful *dispel magic* cast at it in the next 1d4 rounds against caster level 20th causes it to vanish.
- If the original reader of the scrolls is slain, the ulgurstasta ceases to gain hit points and instead loses 1d8 hit points per day until it reaches average hit points for a specimen of its size. At this point, the sphere vanishes and the ulgurstasta is released into the environs, likely in an extraordinarily foul mood.
- If the reader of the scrolls releases the ulgurstasta once it has reached maximum hit points, it shimmers with a green light and permanently gains the benefits of *haste*, *shield of faith*, and *bull's strength* (caster level 20th). Finally, an ulgurstasta enhanced in this manner now creates spawn of Kyuss rather than skeletons of any humanoid creature it swallows.
- Each copy of the *Apostolic Scrolls* works only once. When the sphere of containment is taken down and the ulgurstasta within is released, the scrolls become nonmagical. The lore within remains, however, and if consulted it grants a +4 bonus on any Knowledge (religion) checks made about Kyuss and his cult.

Strong necromancy [evil]; CL 20th; Weight 1 lb.

PART FOUR: BLOOD OF A CHAMPION

If the PCs don't defeat Bozal Zahol, Event 7 quickly transforms into a scene of horror. One round after the final battle with Auric begins, Bozal releases the ulgurstasta, which immediately begins hammering on the roof of area **32**. It makes a +11 Strength check once per round against DC 24. Failure indicates a large section of ground shakes and bulges upward ominously. Success indicates that the massive undead worm plows up into the arena. The crowd falls silent for a stunned moment, and in this silence Raknian steps up and shouts, "Lo! The Apostle of Kyuss is among us! THERE! THERE ARE THE CHAMPIONS YOU SEEK!" As the ulgurstasta roars and

Raknian points at the gladiators below, the audience erupts into a riot of panic.

The Apostle of Kyuss' goal in this battle is to swallow Auric (or any other character with at least one level in fighter) and transform him into a spawn of Kyuss. Once it does so, the final conditions of the ritual Raknian and Bozal performed fall into place. Three things happen in rapid succession at this point:

- The ulgurstasta is immediately healed back to maximum hit points.
- The spirits of the myriad dead that have died in the Free City Arena rise up, a wailing, writhing blanket of rage and necromantic ruin. All creatures still within the arena immediately suffer 1d4 negative levels before the spirits fade away. Creatures drained to zero levels by this burst of necromantic power die, only to rise as wights 1d4 rounds later. The repercussions of thousands of wights in the Free City are grim indeed.
- Raknian himself cries out in triumphant pain as Kyuss, pleased with the display of power and faith, grants his wish for immortality and transforms Raknian into a death knight. This undead template is detailed on page 207 of the *Monster Manual II*, but exact stats for the new Raknian are likely unecessary at this point. His first action upon becoming a death knight is to summon a nightmare, mount it, and then flee into the Etheral Plane. In this event, Raknian travels north to the Wormcrawl Fissure to join Kyuss' undead legions there—he may appear later in the campaign to torment the PCs further, but for now, the director of the Free City Arena is out of the picture.

Ideally the PCs can kill the ulgurstasta before this tragic event takes place. If the PCs manage to defeat the ulgurstasta, Raknian is dumbfounded for a few moments but quickly recovers. He flees back to his palace and then tries to flee the city, disgraced and on the run. You might wish to have him surface later in the campaign, perhaps as a fugitive hiding in the city of Alhaster in "The Prince of Redhand."

If the PCs defeat Bozal but leave the ulgurstasta in its sphere of force, Raknian learns of the unfortunate turn of events himself the night before the final battle when he tries to contact Bozal to make sure everything is in place to proceed. In this event, Raknian himself procures a *rod of cancellation* from contacts in the black market and releases the ulgurstasta himself during the final games, leaving the ceremonies themselves to Talabir to perform.

The best solution to this adventure is for the PCs to destroy both Bozal and the ulgurstasta before the final games. If the PCs manage this, Raknian morosely carries through with the rest of the games, but his actions are noticeably subdued and depressed. The evening after the final games, he retreats to his personal chambers, gathers his gear, and slips out of the Free City to start a new life elsewhere.

CONCLUDING THE ADVENTURE

As long as the PCs prevent the tragedy of the mass sacrifice from occurring, they still have a chance to win the final prize money. Raknian is likely not the one to hand out the award, but Talabir Welik is only too happy to honor the PCs with their rightful prize.

If the PCs discovered Lahaka's zombie in area **29**, Ekaym is devastated. Still, he honors his agreement and allows the PCs to take the full award for their success in the Campion's Games. If the zombie is still animated, he destroys it and then returns with the body south to the city of Cauldron to see about having his beloved sister brought back to life (or at the very least, buried in the Hall of Carvings in the village of Redgorge).

Yet despite the PCs' successes (or in addition to their failures) one last tragedy waits to be discovered.

At some point during the Champion's Games, Raknian learns troubling news. It seems that a notable sage named Eligos has been asking around about Kyuss, the *Apostolic Scrolls*, and the Age of Woms. At Bozal's urging, Raknian sends his cohort Okoral on an assassination mission against the sage. Okoral takes along a couple of elite guards to help with the job, and has little trouble invading the sage's home the night before the Final Battle and murders him in his sleep. Should the PCs return to Eligos's house, they find both Eligos and Pollard are quite dead—their killers are nowhere to be found. Okoral himself fades into the shadows once Raknian falls from prominence, and may hold a grudge against the PCs in the future.

A search of the estate turns up one item of interest. With a DC 20 Search check, the party discovers a bundle of notes and observations that catalog what Eligos has learned of the Age of Worms. This bundle is kept in a small coffer on the shelf of Eligos's study and was simply overlooked by Okoral in his rush to do the job and get out. A note on the top of this bundle is addressed to Allustan, and reads, "My dear friend Allustan—What your adventurers have stumbled into sickens me to my soul. Every new leaf I turn reveals an even darker secret. Here are my notes. You must take them to our one-time master—although I fear that even he may be ill-equipped for what writhes in all of our futures. Until then…" The note is not finished.

For now, the PCs should be able to rest easy. They've likely not only prevented a terrible tragedy from striking the heart of the Free City, but may have become Champions themselves. Certainly, the events at this year's Champion's Games are on the tongues of everyone in the city. Give the PCs some time to bask in their newfound fame and glory. They may feel that they've come to a dead end in their investigations into the truth behind the Age of Worms, but this is not the case. If they don't find the package of notes Eligos prepared for Allustan, the PCs soon learn of another reason to return to Diamond Lake.

It seems that a dragon has come to town.

APPENDIX: NEW MONSTER

Froghemoth

Huge Aberration (Aquatic)

Hit Dice: 20d8+120 (210 hp)

Initiative: +5

Speed: 20 ft., swim 50 ft.

Armor Class: 21 (–2 size, +1 Dex, +12 natural), touch 9, flat-footed 20

Base Attack/Grapple: +15/+35

Attack: Tentacle +25 melee (2d6+12)

SCALING THE ADVENTURE

"The Fireplace Level" is designed for a group of four 9th-level characters, but with a little work it can be adapted for use by 7th–8th-level characters or 10th–11th-level characters. Simply adjust all NPC character levels up or down as appropriate by a number equal to that which the average party level of your group deviates from 9. Don't forget to modify the amount of treasure found in the adventure appropriately. Specific changes to the adventure include:

7th–8th-level parties: Remove one of the archers from Arcane Auriga, one of the halberdiers from Badlands Revenge, and one of the mercenaries from Sapphire Squad. Take away Pitch Blade's *potions of fly* and *barkskin*. Replace froghemoth with a 10- or 11-headed pryohydra. Remove one of the flesh golems from Auric's warband. Replace the alkilith demon with a 16-HD bebilith and replace the enhanced ulgurstasta in area **32** with an ordinary ulgerstasta.

10th–11th-level parties: Add an archer to Arcane Auriga, a halberdier to Badlands revenge, and a third barbarian to Pitch Blade. Advance Froghemoth by 6–8 Hit Dice (making it Gargantuan) and have on of Raknian's mages cast *stoneskin* on it before the fight begins. Replace the flesh golems in Auric's Warband with stone golems. Replace the ochre jellies in area **21** with black puddings, and add two additional mohrgs to area **27**. Advance the Alkilith demon by 4 Hit Dice. Make Bozal Zahol a half-fiend instead of a tiefling, and give the ulgurstasta the evolved undead template from *Libris Mortis* page 99.

Full Attack: 4 tentacles +25 melee (2d6+12) and tongue +23 melee (1d8+6) and bite +23 melee (2d6+18/18–20)
Space/Reach: 15 ft./15 ft. (30 ft. with tongue)
Special Attacks: Constrict 2d6+12 (tentacle) or 1d8+6 (tongue), improved grab, powerful bite, swallow whole
Special Qualities: Amphibious, darkvision 60 ft., partial electrical immunity, resist fire 30
Saves: Fort +14, Ref +7, Will +17
Abilities: Str 35, Dex 12, Con 23, Int 1, Wis 16, Cha 13
Skills: Hide +7*, Jump +22*, Listen +5, Spot +17
Feats: Alertness, Improved Initiative, Improved Natural Attack (tentacle), Iron Will, Great Fortitude, Multiattack, Skill Focus (Hide)
Environment: Temperate swamp
Organization: Solitary or pair
Challenge Rating: 13
Treasure: None
Alignment: Always neutral
Advancement: 21–24 HD (Huge), 25–40 HD (Gargantuan), 41–60 HD (Colossal)

This monster is huge and weird. Vaguely frog-like in shape, it has four writhing tentacles in place of front legs. Its head is mostly mouth, and its mouth is mostly teeth. A retractable stalk protrudes from the front of its head, at the end of which stare three bulbous eyes. The massive thing is a dark green save for its belly, which is pale. A powerful tongue tipped with barbs lolls wetly from its mouth.

The dread froghemoth is a dangerous and powerful predator that has few natural enemies. The presence of a froghemoth in a swampland typically manifests in a marked decrease in any other large swamp-dwelling animals or monsters. The creature's croaking roar can be heard for miles.

Froghemoths have not always plagued the swamps of the world. The first froghemoth was encountered in a strange unnatural cavern deep in the Barrier Peaks by a group of adventurers, but news of its ferocity spread quickly and attracted the attentions of all manner of collectors, hunters, and cultists from around the world. The discovery of several banks of huge, preserved, yet still viable froghemoth eggs made a small group of adventuring merchants quite rich until they were murdered and their remaining supply of eggs were stolen by intolerant cultists of an obscure hopping deity of the swamps. This particular sect of cultists made it their mission to introduce these eggs to numerous swamplands throughout the world. And unfortunately for the denizens of these swamps, the froghemoths are thriving. Today, while still rare, stories of froghemoth sightings can be heard throughout the world.

A froghemoth stands 18 feet tall and weighs 5 tons.

Combat

The froghemoth is a terror in battle, charging toward prey with great thunderous bellows. It attacks with its tongue, tentacles, and bite, often splitting these attacks between different targets in a desperate gluttonous attempt to gather up as much food as it can. Stupid to a fault, a froghemoth rarely if ever breaks off combat to escape possible death.

Improved Grab (Ex): To use this ability, the froghemoth must hit with its tentacle or tongue attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and immediately inflicts constriction damage. It can attempt to swallow whole a grappled opponent in the following round.

Powerful Bite (Ex): A froghemoth's jaws are extraordinarily powerful. Even though its bite is a secondary attack, it applies 1-1/2 times its Strength modifier to damage done with its bite. Its bite threatens a critical hit on a natural roll of 18–20.

Swallow Whole (Ex): A froghemoth can try to swallow a grabbed opponent of up to two size categories smaller by making a successful grapple check. Once inside, the victim takes 2d6+12 points of bludgeoning damage plus 1d8+4 points of acid damage per round. A swallowed creature can cut its way out using a light slashing or piercing weapon by dealing 25 points of damage to the froghemoth's stomach (AC 13). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

A Huge froghemoth's stomach can hold 4 Medium, 8 Small, 16 Tiny, 32 Diminutive, or 64 Fine or smaller opponents.

Partial Electrical Immunity (Ex): The froghemoth is partially immune to electrical damage. Each time it would normally take damage from an electrical attack, it takes no damage but is instead slowed for 1 round.

Skills: A froghemoth gains a +16 racial bonus on Jump checks. In swampy terrain it gains a +8 racial bonus on hide checks.

Tito Leati's previous credits in Dungeon include "Irandel," "The Seventh Arm," and "The Demonskar Legacy" (part four of the Shackled City Adventure Path).

RUNNING "THE CHAMPION'S BELT" IN THE FORGOTTEN REALMS

by Eric L. Boyd

Conversion notes for Waterdeep (Free City), Dagsumn (Eligos), and Kyrss Wands (Pollard) are given in the Realms conversion sidebar for "Hall of Harsh Reflections." Conversion notes for Theldrick, a priest of Bane (Hextor), are given in the Realms conversion sidebar for "Three Faces of Evil."

Field of Triumph

The Field of Triumph (Free City Arena) ($77) is one of the chief attractions of the City of Splendors. This huge open-air stadium is the site of various spectacles staged for the populace of Waterdeep. From late spring to late autumn, thousands of people flood through the awe-inspiring Lion Gate to witness shows of magic, martial skills, horse races, and exhibitions of monstrous creatures big and small. The field also acts as a public forum for mportant public events such as the Open Lord's proclamations to the city and gatherings for foreign dignitaries. The Field of Triumph is closely associated with the church of Tempus (Kord). An old shrine of Tempus beneath the arena (now a shrine of Kyuss) has been abandoned in favor of the House of Heroes.

The Field of Triumph is mapped in *City of Splendors: Waterdeep*, page 99. The House of Heroes ($58) (the primary church of the Lord of Battles in Waterdeeep), is located just north of the Field of Triumph across Jelzar's Stride. Prendergast's Villa (Raknian's Palace) lies in the southeast corner of the block just west of the House of Heroes, across Jelzar's Stride from the Field of Triumph. The Games Administration Building, Prendergast's Bodyguards Barracks (Raknian's Bodyguards Barracks), and Raknian's Stables are the three adjacent buildings due west of Prendergast's Villa (with the stables actually opening onto the small alleyway that runs north/south through the center of the block). The chimney (area **F**) that leads up from the Coenoby kitchen (area **17**) opens into the southern end of the alley in the block due east of the House of Heroes.

The Warden's Barracks and the west entrance into the Field of Triumph (not shown) face onto Seaeye's March. The passage (B) from area **5** to Prendergast's Villa actually runs under Jelzar's Stride. The eastern entrance to the Field of Triumph is the aforementioned awe-inspiring Lion Gate. The south entrances into the Field of Triumph (not shown) open on to Julthoon Street.

All areas on the Hidden Shrine of Kyuss map marked "To Stream" (including those found in areas **16**, **21**, and **22**) are actually tertiary passages that connect with the secondary sewer passage (and its east fork) that leads north from the primary passage west of SF18, as shown in *City of Splendors: Waterdeep*, page 123. The nearest surface shaft is area SF18 (which corresponds to area **G** on the map), which is actually placed roughly south of area **20** on the map and opens on the surface in a cul-de-sac opening northeast of Toalar's Lane.

House Phylund

House Phylund has long been known for training and procuring fierce monsters. In the Year of the Turret (1360 DR), **Lord Urtos Phylund I** (Lahaka), the widowed patriarch of House Phylund and director of the Field of Triumph, fell for the charms of **Lady Aridarye** (NE female Tethyrian human aristocrat 7), who had moved to Waterdeep the year before as the consort of an Amnite trader and soon found herself at home amongst the parties and intrigues of Waterdeep's merchant nobility. After Aridarye set her sights on Urtos I, she quickly arranged the death of her former lover by setting him up to pay for some illicit goods in a Dock Ward alley with counterfeit coins. Aridarye married Lord Urtos I in the month of Ches and gave birth to a baby boy, Urtos III, in the Year of the Wave (1364 DR). During this time, Lady Aridarye was instrumental in orchestrating the sharp increase of House Phylund's fortunes.

In the Year of the Sword (1365 DR), two tragedies struck House Phylund. First Lord Urtos II (Ekaym Smallcask), eldest son and heir of Urtos I, fell victim to a wolf pack during a hunting trip to the Phylund Hunting Lodge in Ardeep Forest during the month of Alturiak and was presumed dead. (A servant in the hunting party seeking to curry favor with Lady Aridarye employed a scroll she provided to summon a huge pack of wolves, but the magic of the scroll "accidentally" consumed him as well.) A grief-stricken, sullen Urtos I fell soon after, having apparently grown careless while transporting a caged owlbear into a holding cell beneath the Field of Triumph. The cage wasn't locked properly, costing the patriarch of House Phylund and six beast handlers their lives. Aridarye, playing the grieving widow, laid her husband to rest and compensated the families of the deceased for their losses. She planned to have her young son named lord and herself named regent, giving her complete control of the Phylund family fortune.

Aridarye's plans unraveled eight days after the funeral of Urtos I, when Lord Urtos II (LN afflicted werewolf [augmented Tethyrian human] fighter 10) returned unexpectedly, two months after his disappearance. The mantle of lordship passed to Urtos II, and Aridarye was reduced to the role of tolerated stepmother.

Within a year of his return, Lord Urtos II married Lythis Mhairuun (NG female Tashlutan human aristocrat 5), sole heir to the Tashlutan merchant family's watchspider business. She bore him three sons, but the Lords of Waterdeep have barred any of them from inheriting the patriarchy of House Phylund (presumably because they fear the taint of lycanthropy that has infected their line). As such, Urtos III, half-brother of Urtos II and son of Aridarye, remains the heir. Urtos II is primarily involved with the raising of his young family and tending to the fortunes of House Phylund.

Although he keeps a civil relationship with his former stepmother, Urtos II recently discovered that the bones of his late father had gone missing from the family vault, renewing his longstanding suspicions that there was something mysterious about his father's death and that Aridarye might have been involved. As such, Urtos II has hit upon the idea of sponsoring a team of gladiators in this year's Champion's Games and using them to search for clues beneath the Field of Triumph. When Event 4 unfolds, Urtos II explains that his old friendship with Prendergast and complicated relationship with Aridarye make it difficult for him to search for clues beneath the arena. He implicates Aridarye, not Prendergast, in the murder of his father, and is unwilling to consider any implication that Prendergast might have been involved.

House Brokengulf

In addition to exploration and guiding, House Brokengulf has made its fortune hunting and procuring exotic beasts for sale in the City of Splendors. **Prendergast "Gast" Brokengulf** (CE male Tethyrian human fighter 13) (Loris Raknian), heir to the lordship of House Brokengulf and uncle of the current lord, fell to Aridarye's charms in the Year of the Wave (1364 DR). At the time, Lord Prendergast was a noted hunter and prominent gladiator with many victories on the Field of Triumph. Despite his close working relationship with Lord Urtos I and friendship with Urtos II,

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Prendergast succumbed to Aridarye's wiles and arranged the accident that killed Lord Urtos I in the tunnels beneath the arena.

In the years that followed, Prendergast and Aridarye continued their twisted relationship, eventually marrying in the Year of the Banner (1368 DR). Despite his fear of aging and death, his all-consuming guilt over his misdeeds, and Aridarye's endless manipulations, Prendergast became director of the Field of Triumph and was instrumental in arranging the first Champion's Games (at Aridarye's urging) as a way to increase the market for the wares of House Brokengulf and House Phylund. During this period, Prendergast's narcissistic personality could not tolerate the inevitable decline of his mortal body, and as the once indomitable hunter and gladiator of a thousand fights watched his hair turn gray and felt his bones begin to ache, he realized time was the only opponent he could not beat. Prendergast secretly grew more and more jealous of the impudent, ambitious young gladiators who fought for glory in his arena. Yet he dared not endanger his public image, so he kept his jealousy well hidden. Over the years, this jealousy, coupled with his lasting guilt over his role in the death of Lord Urtos I, festered and ate at him from within. Prendergast began to use his vast resources to search for a method to restore his vigor and youth, but as one solution after another proved false, his fear only grew.

In the Year of the Unstrung Harp (1371 DR), Aridarye arranged a meeting between her aging husband and a mysterious cleric from the Inner Sea Lands named Bozal Zahol (referred to her by her former lover, Theldrick). Bozal Zahol spoke of secret rituals and potent prayers that, if offered to his mysterious god, could halt the aging process. Bozal Zahol told of how his deity held in his hand the keys to decay, and only he could exempt a human from old age. Although Aridarye was intrigued, Prendergast was naturally suspicious, and when Bozal Zahol wouldn't offer him proof or reveal the name of his patron, Prendergast had the cleric escorted from his villa—but not before accepting a small magic token that would allow Prendergast to contact Bozal if (when) he changed his mind. That would have been the end of the story, if not for the ever-changing whims of Aridarye.

In the Year of Wild Magic (1372 DR), Aridarye became involved with a handsome young gladiator named Auric, but word of their affair got back to Prendergast. Lady Aridarye coldly informed her husband that he was no longer welcome in her bed, saying he had grown too old to satisfy her and that he had rejected her efforts to find a way to keep him young. Still consumed with guilt over his role in the death of Urtos I and morbidly depressed over Aridarye's rejection, Prendergast used the token to contact Bozal and convince him to return to Waterdeep. In his off hours, the director of the Field of Triumph spent much of his time with Bozal, learning more with each passing night of Kyuss and his dark promises. Under Bozal's direction, Prendergast began funneling much of his monthly income to back Theldrick and the Ebon Triad, unaware that in so doing he is funding one of his wife's former lovers. (Aridarye has caught wind that Prendergast is spending time and money on something, but she has yet to figure out where the funds are going.) Prendergast and Bozal began to secretly prepare the ritual to mark Prendergast as a favorite of Kyuss, since escape from decay was a favor granted only to the most devout worshipper of Kyuss. Such an unholy miracle also required a massive sacrifice performed by one of the Apostles of Kyuss, the "Blood of a Champion," and the bones of a victim murdered by the would-be favorite of Kyuss. To meet the last requirement, Prendergast had the corpse of Lord Urtos I stolen from House Phylund's family tomb and gave them over to Bozal.

Prendergast is now firmly in Bozal's clutches. The two have chosen this year's Champion's Games as the altar for their sacrifice to Kyuss, as Prendergast has come to believe that the gladiators scheme against him and wait eagerly for his demise so one of them can replace him as the younger, more handsome director of the Field of Triumph. One gladiator in particular, the fighter Auric, has become synonymous with Prendergast's paranoia, and if all goes according to plan, it will be Auric's blood that anoints the Apostle of Kyuss during the final game.

Lady Aridarye Phylund Brokengulf

Lady Aridarye Phylund Brokengulf is a viper in a comely human shell who expertly wields people and money as tools and has infallible trade instincts. She has played a key role in the ongoing familial intrigues of House Phylund and Brokengulf over the past fifteen years.

Often mistaken for a much younger woman, Aridarye has attractive, slender figure and hair that falls to her waist, though she normally wears it piled in elaborate coiffures confined by her favorite golden headdress. Her eyes are a warm chestnut brown, but many who cross her swear they turn scarlet with her fury. Her smile can dazzle a suitor or freeze the blood of an assassin. Aridarye wears expensive, form-flattering gowns and dresses, favoring blue and purple, and is never without her ornate dagger.

Aridarye is the consummate businesswoman, able to foresee trends in the marketplaces of Waterdeep and the Sword Coast. She is far more practiced at bookkeeping and business than most other Waterdhavian nobles. Despite her appearance, Aridarye is a private woman, not prone to revealing secrets. Among the social-climbing, money-conscious nobility, she is noted for her flawless tact and grace. Her customers and fellow merchants comment on her good business sense. She is famous for her bell-like laugh, but always remains tight-lipped and in control while in public. To her servants, family, and close associates, she is a high-handed martinet with a great need to feel in control. When pleased, she carries the subtle yet unmistakable air of a promiscuous hedonist.

Aridarye is aware that something is afoot, but she remains ignorant of the depths of her husband's desperation or his renewed involvement with Bozal. She continues her affair with Auric during his infrequent visits to the city, while at the same time she tightens her control over the fortunes of House Brokengulf and House Phylund. Aridarye stays by her husband's side during the Free Dinner and subsequent gladiatorial events and remains a wild card in the throughout the adventure. She finds her former stepson's sudden interest in the games suspicious and worries that he is plotting to supplant Prendergast as director of the Field of Triumph. Likewise, she finds her husband's mysterious new commitments worrisome and wonders what is afoot. During the dinner, the PCs may observe Aridarye's close observation of both Prendergast and Urtos II with a DC 20 Sense Motive check.

Aridarye has informants among the employees of the Field of Triumph, and if they observe any suspicious behavior on the part of the PCs, word quickly gets back to Lady Aridarye. Aridarye then has the PCs watched, trying to determine what they are up to and what they have learned. She is not above attempting to seduce one of the PCs if there is no other way to obtain the information she needs. Eventually, Aridarye concludes that the PCs are a threat to her position, for they might expose her husband's crimes. As such, she does her best to undermine them, possibly by using inter-

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mediaries to cast doubt on the motives and nature of Urtos II.

The Gladiators

Tirra is a member of the Shadow Thieves (Guild of Thieves), a newly resurgent thieves' guild outlawed over a century ago by the Lords of Waterdeep and now firmly ensconsed in the power structure of Amn.

Arcane Auriga is composed of exiles from Evereska (Celene).

Joren is a member of the Gray Wolf Uthgardt tribe and his team, the Spine's Revenge (Badlands Revenge) is named for the Spine of the World mountain range far to the north.

The Sapphire Squad hails from Calimshan.

The Hidden Shrine of Kyuss

The zombie made from the corpse of Lord Urtos I is also necessary to complete the ritual. It waits patiently within the Ulgurstasa Chamber (area **32**, not area **29**) and is clearly visible from the Pump Room (area **26**). The Apostle of Kyuss consumes the zombie before bursting through the floor of the arena to attack Auric.

RUNNING "THE CHAMPION'S BELT" IN EBERRON

by Keith Baker

In "The Champion's Belt" the adventurers battle for supremacy in the arena of the Free City in the hopes of stopping Loris Raknian from making a terrible sacrifice to Kyuss. Here are a few ideas for converting the adventure to the world of Eberron.

Who is Kyuss?

The Age of Worms is driven by the schemes of the Cult of Kyuss. But how does this group fit into Eberron? In this adventure, Eligos tells the party of the threat that lies ahead.

In Eberron, Kyuss is not a god. He is a wizard born in Sarlona over two thousand years ago, who was driven to Khorvaire by those who feared his dark magics. He established a city in the region now known as Q'barra, where he continued his study of necromancy. But Kyuss was not content with mortal magic. He learned of an ancient power of undeath: Katashka the Gatekeeper, one of the overlords of the Age of Demons. Kyuss pledged himself to Katashka and learned his terrible secrets, including the creation of worm-infested spawn. Ultimately Kyuss sought to become a physical vessel for Katashka's power, and he sacrificed his city of followers to accomplish this task. But somewhere along the way he had miscalculated, by joining his soul to the spirit of Katashka, he bound himself into the demon's prison. Kyuss had doomed himself for eternity.

However, with the return of the spawn of Kyuss and the reappearance of Kyuss' cult, it's clear that sages were too quick to dismiss the threat. The obscure prophecy of the Age of Worms had drawn little attention until now, but Eligos believes that it speaks of the release of Katashka-Kyuss and heralds an age of terror.

Eligos believes that fiendish servants of Katashka are behind the reemergence of the Cult of Kyuss, and that these Lords of Dust have also been manipulating the Ebon Triad.

Celeste and Manzorian

The Lords of Dust are not unopposed in their quest to reshape Eberron, and their most implacable foes are the dragons of the Chamber. Manzorian is one such dragon, and Celeste is one of his agents. Despite their personal power, they are bound by draconic law and the dictates of the Prophecy: if Katashka-Kyuss is to be truly defeated, it must be accomplished using the tools of the Prophecy: the player characters.

Celeste could be left as an eladrin, a rare outsider who has chosen to leave her home plane to fight evil on Eberron. However, in keeping with her role as an agent of the Chamber, it makes more sense for her to be a dragon (CG female silver dragon) in human form.

The Arena

In Eberron, the Free City Arena is replaced with the Hollow Tower in Middle Dura, mentioned in *Sharn: City of Towers*. Death-matches are not normally allowed under the Code of Galifar, but aggressive sports are fine as long as healers are on hand to care for the losers. However, accidents do happen and there have been less enlightened times in the past, allowing for the "spirits of those who died in the arena" to rise up in Part Four of the adventure.

While the arena is located in Middle Dura, it nonetheless still has the caves beneath it, along with the other chambers described in the adventure. The Hollow Tower is located in the district of Hareth's Folly, which is renowned for its bizarre architecture. In this case, the coenoby is not remotely natural; the mad architect Hareth ir'Talan created an artificial cavern beneath the arena.

The Thieves' Guild

Sharn includes a number of criminal guilds. Tirra is a member of the Boromar Clan, which is described in more detail in *Sharn: City of Towers*; while run by halflings, the Boromars employ thieves of all races. The master thief is Saidan Boromar.

The Gladiators

The members of Arcane Auriga are exiles from Aerenal, expelled for their violent tendencies and misuse of magic. The gnolls of Badlands Revenge were recruited from the Brotherhood of Droaam. Joren is a half-orc from the Shadow Marches, although his motivation is unchanged. Korush of the Sapphire Squad is an exotic traveler, as Janni are rarely seen in Khorvaire; he may tell tales of a fabulous city of Janni in the depths of Xen'drik, hidden from human eyes. Korush is sponsored by House Lyrandar, and is especially friendly to any member of that house.

The Froghemoth

The froghemoth was brought to Sharn from a vast, marshy region of Xen'drik; it's never been seen on Khorvaire before, but others could be encountered on future trips to Xen'drik.

The Shrine of Kyuss

This was previously a shrine dedicated to the war god Dol Dorn, and the desecrated symbols of Dol Dorn and the Sovereign Host can be seen throughout the area.

Bozal Zahol

Bozal is descended from fiends, but not devils or demons. The blood of his ancestors was twisted by traffic with the rakshasa. As such, Bozal does not have horns or hooves. His tail is the tail of a great cat, and his eyes are large and yellow, with vertically slit pupils. His dark hair has orange tiger stripes, and his ears are long and pointed. Mechanically, he retains the powers of a tiefling; but anyone who makes a DC 20 Knowledge (the planes) check recognizes his rakshasa ancestry.

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Joachim Barrum

THE CHAMPION'S BELT

by Tito Leati

The Champion's Games are here! Gladiators from around the world converge in the Free City! Yet this year, something dire festers in the arena's foundations, for its director plots one of the final omens heralding the Age of Worms. An Age of Worms Adventure Path scenario for 9th-level characters.

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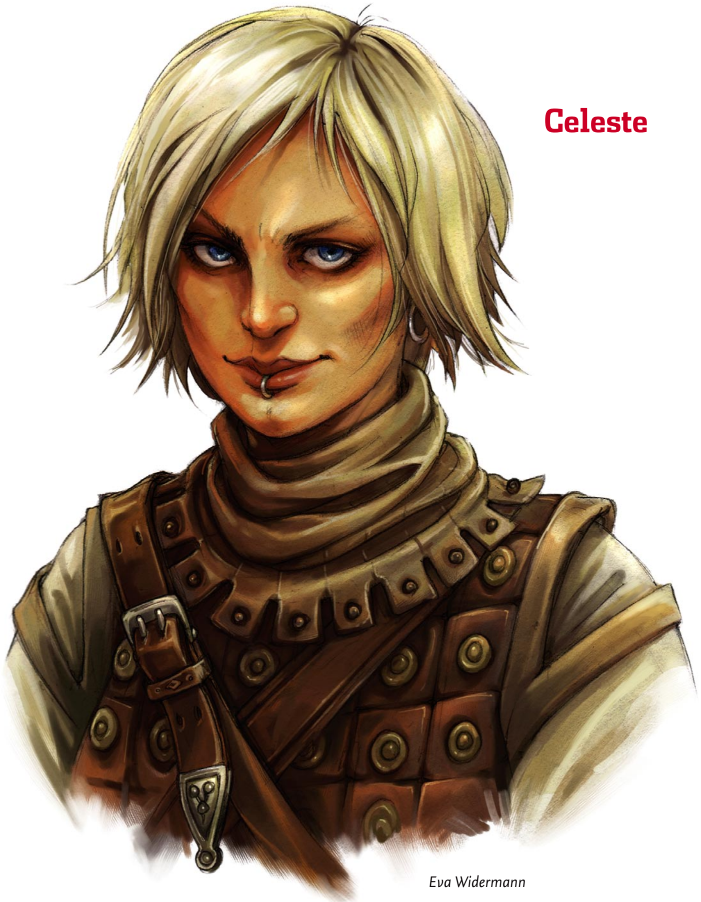
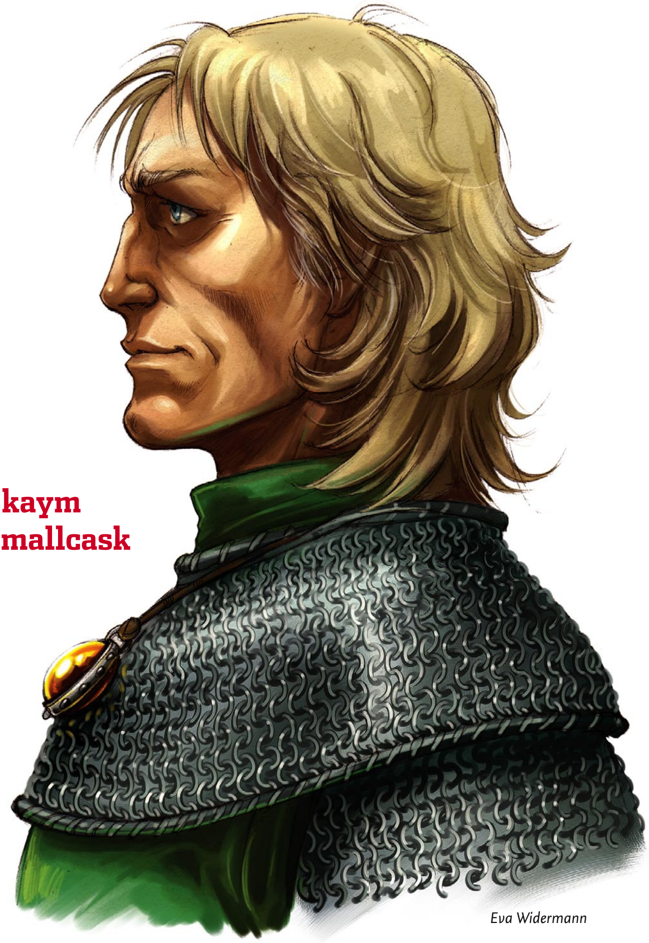


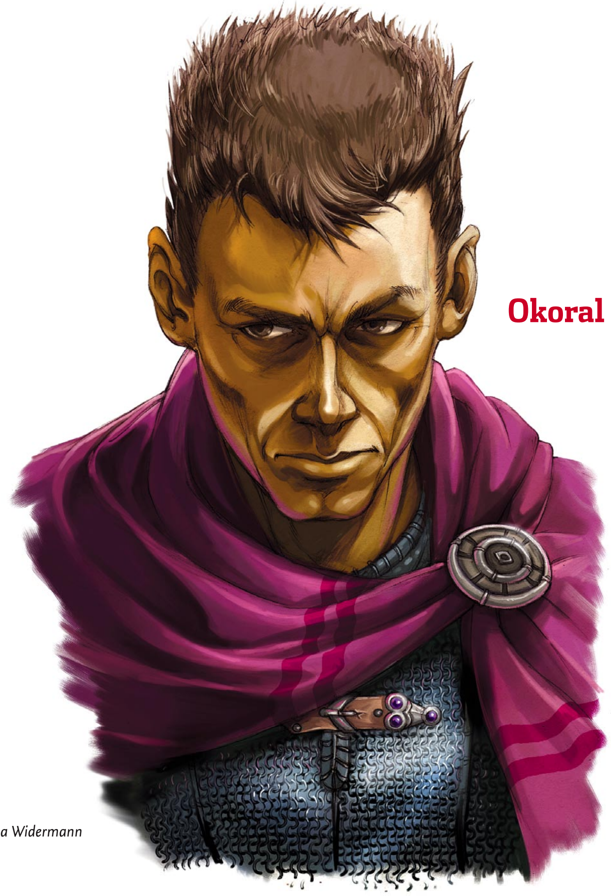
Celeste

Eva Widermann



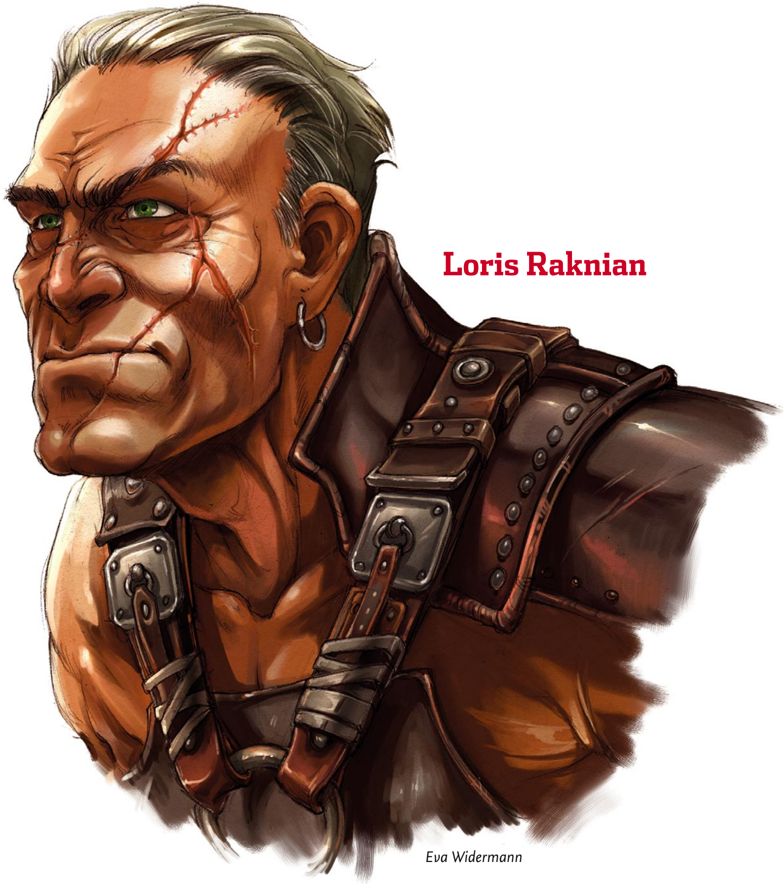
Ekaym Smallcask

Eva Widermann



Okoral

Eva Widermann



Loris Raknian

Eva Widermann

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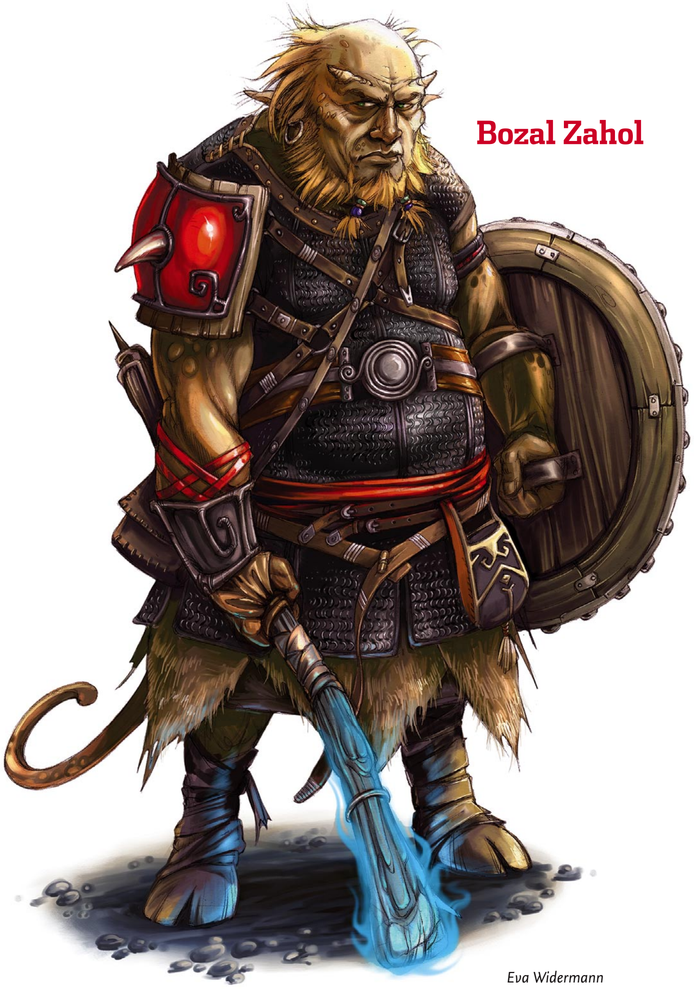
Bozal Zahol



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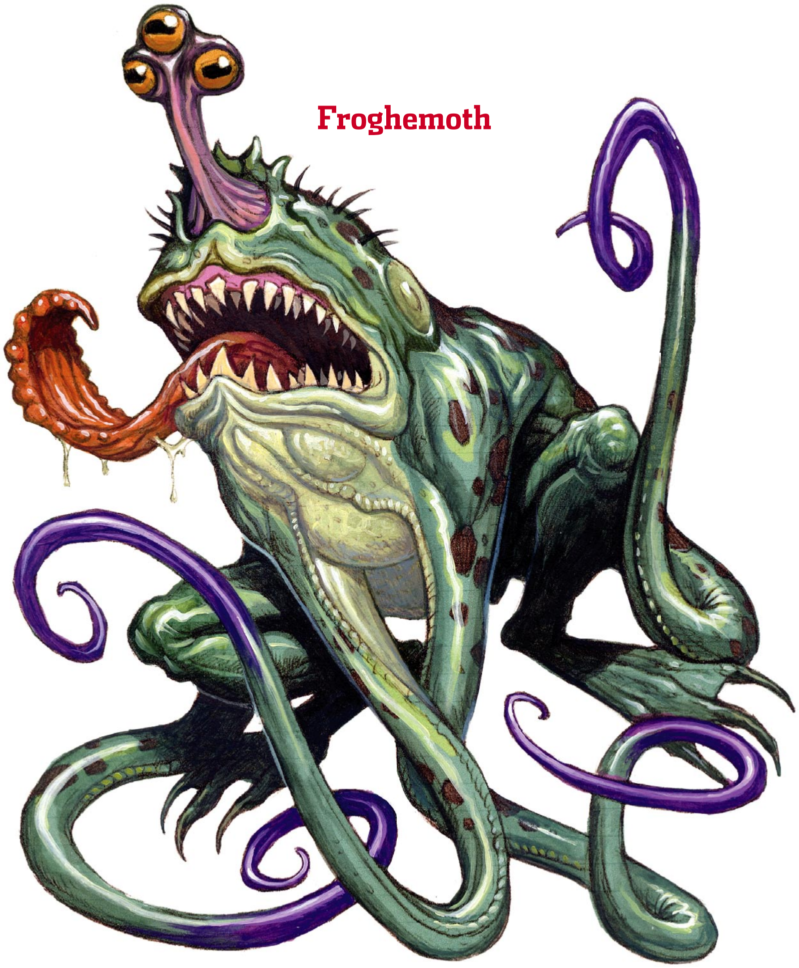
Froghemoth



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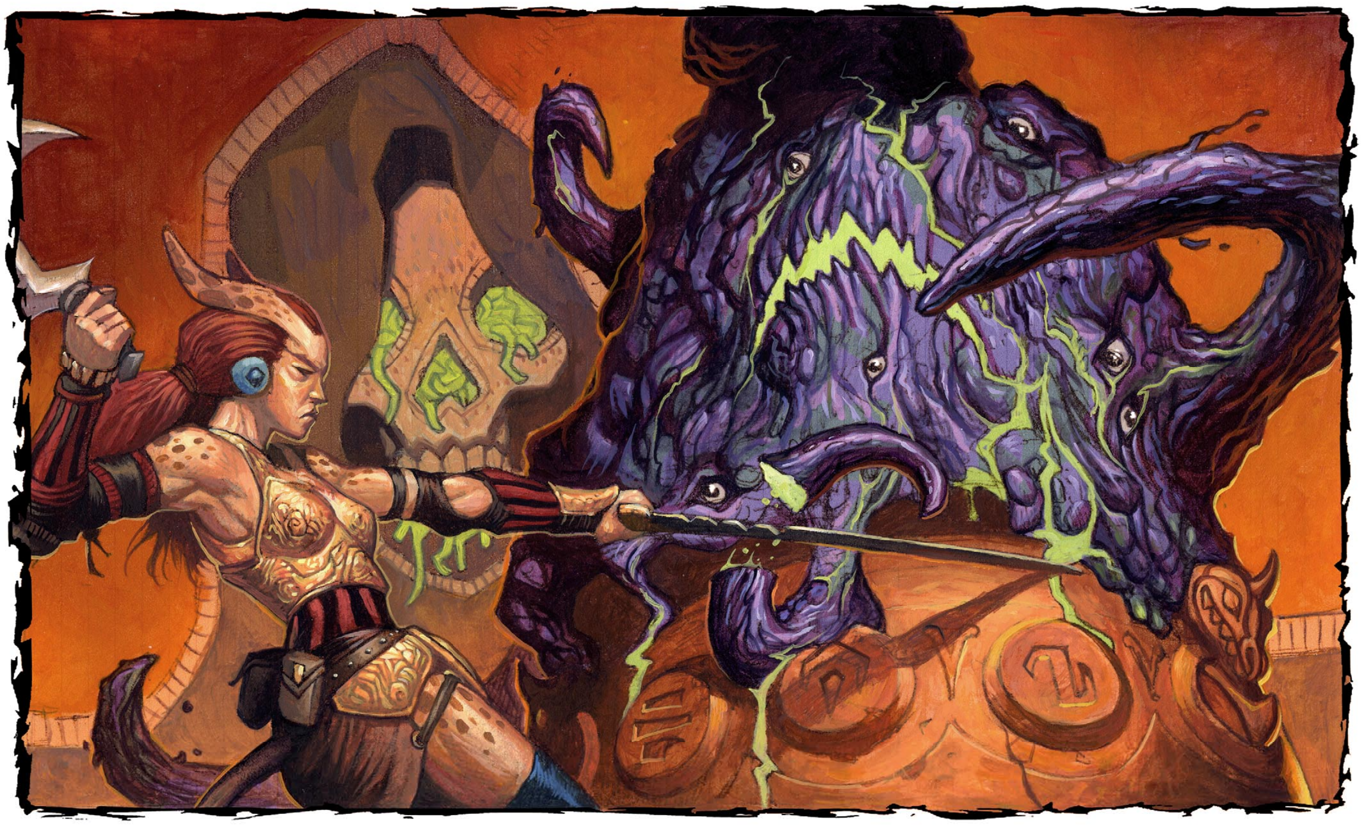

Steve Prescott

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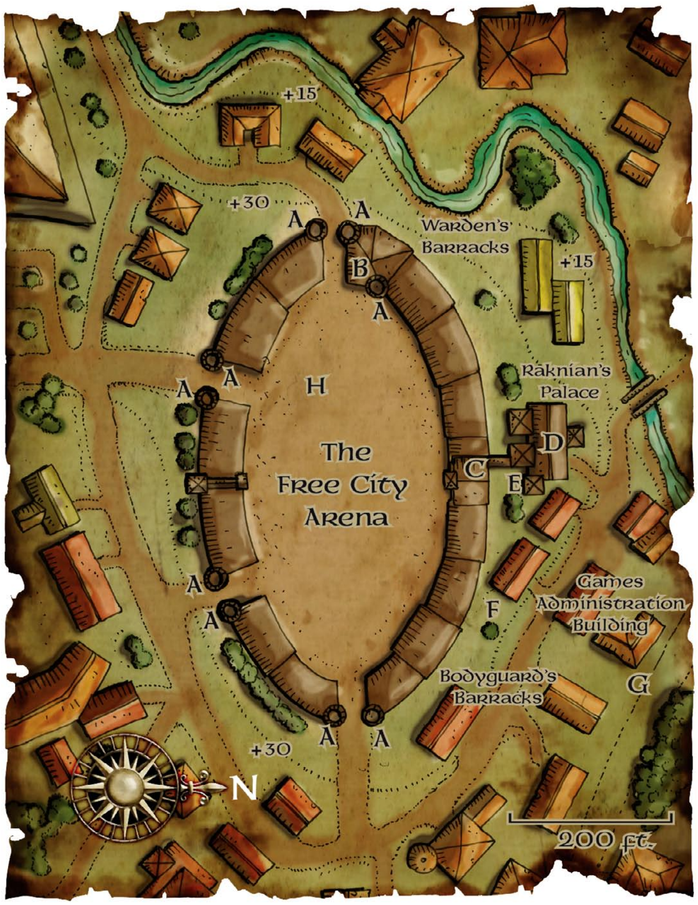
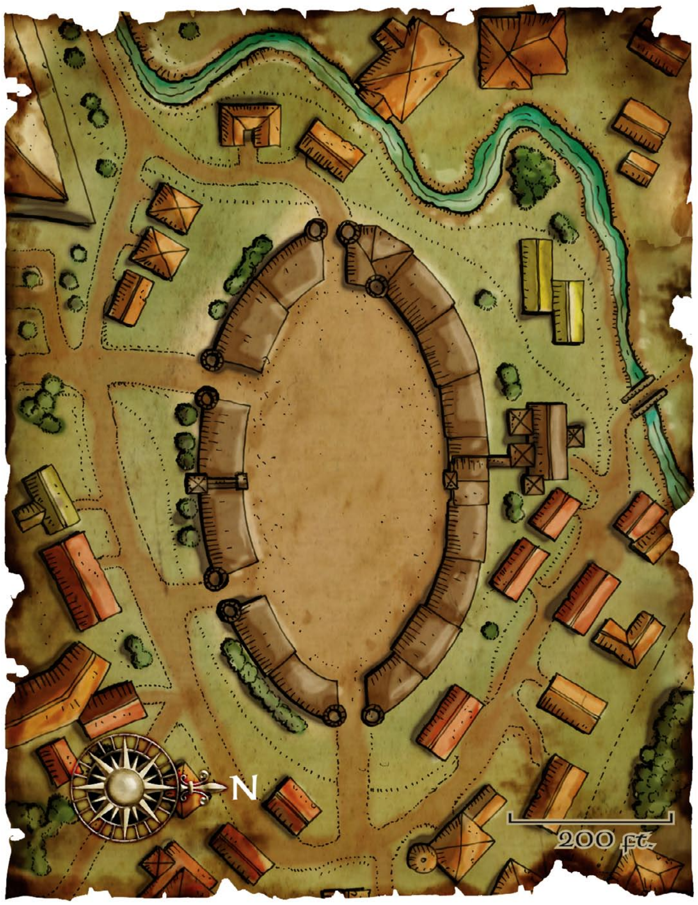
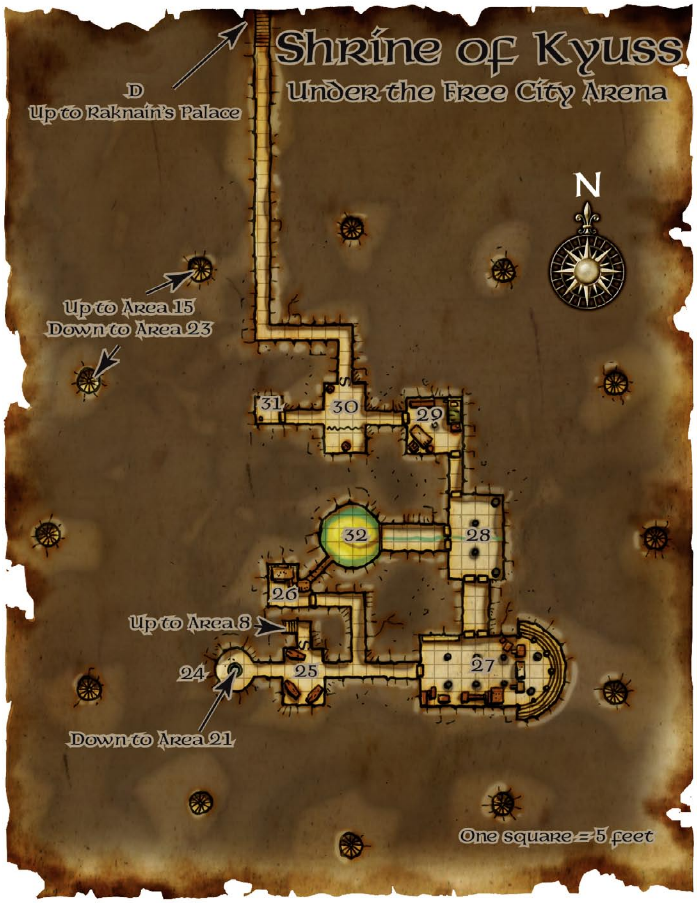

+15
+30
A
A
B
A
Warden's Barracks
+15
A
A
H
Raknian's Palace
The Free City Arena
C
D
E
A
A
F
Games Administration Building
Bodyguard's Barracks
G
A
A
+30
N
200 ft.

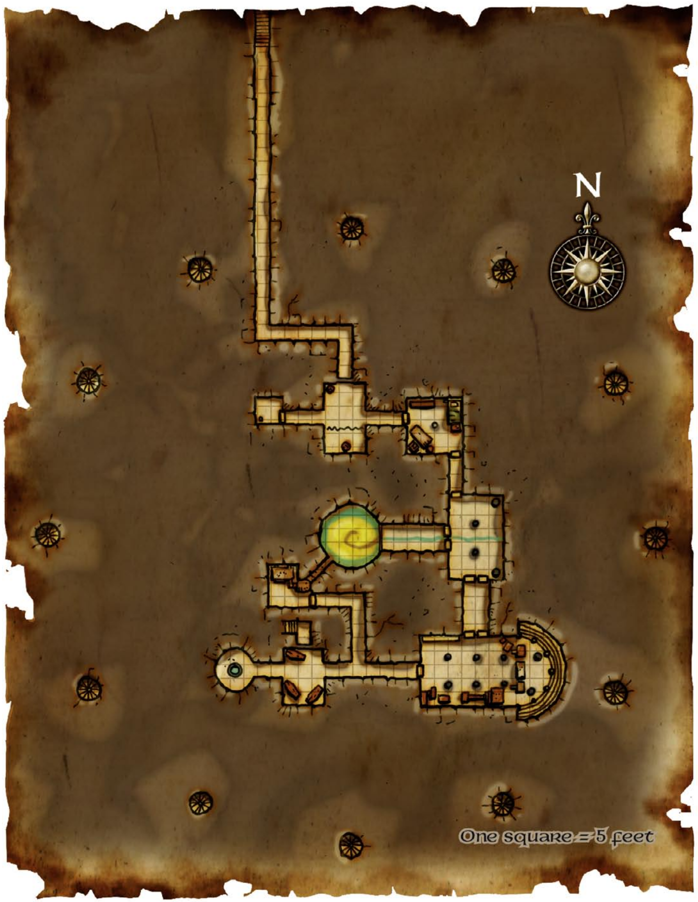
Robert Lazzaretti



Robert Lazzaretti


Shrine of Kyuss
Under the Free City Arena
D
Up to Raknain's Palace
N
Up to Area 15
Down to Area 23
31
30
29
32
28
26
Up to Area 8
24
25
27
Down to Area 21
One square = 5 feet

Robert Lazzaretti


N
One square = 5 feet

Robert Lazzaretti

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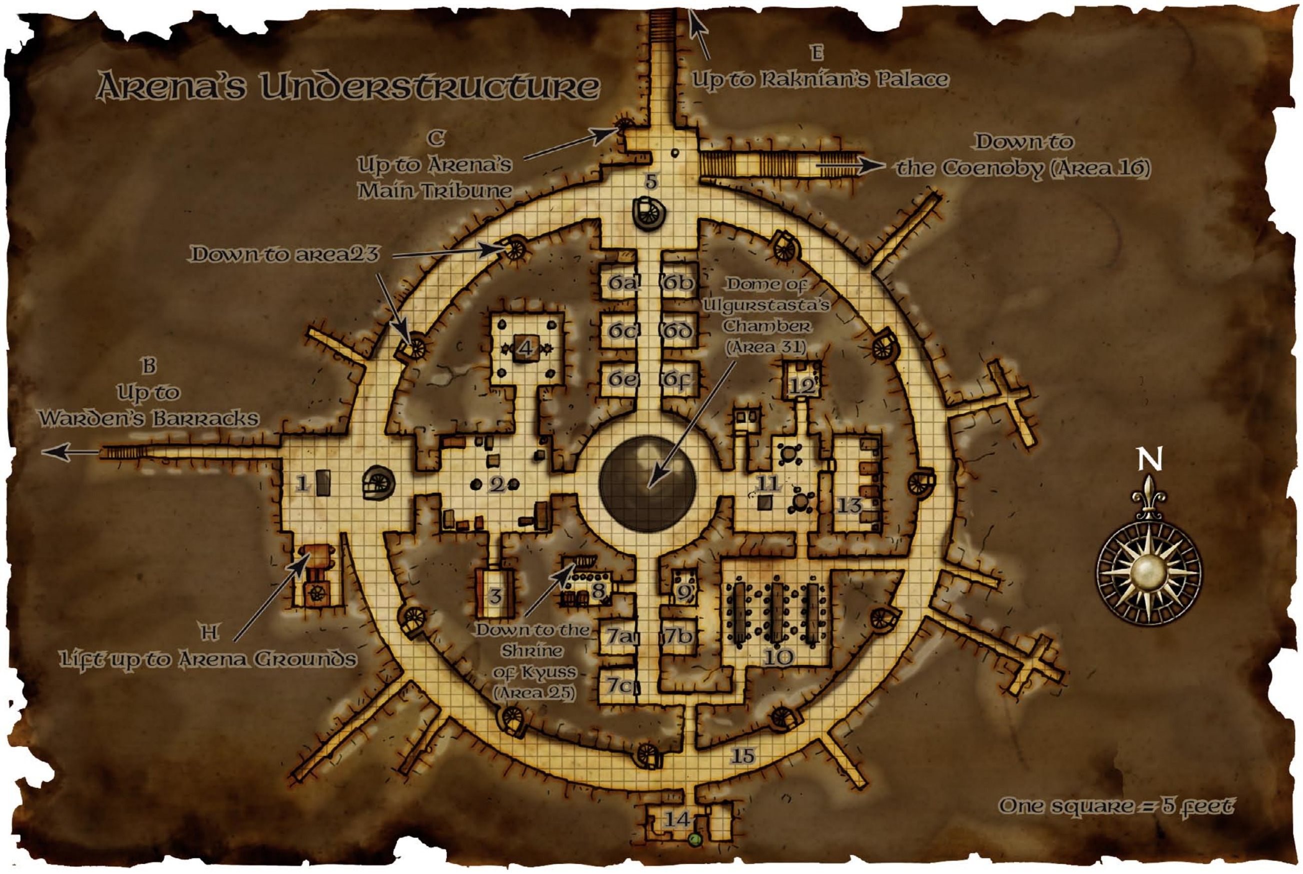
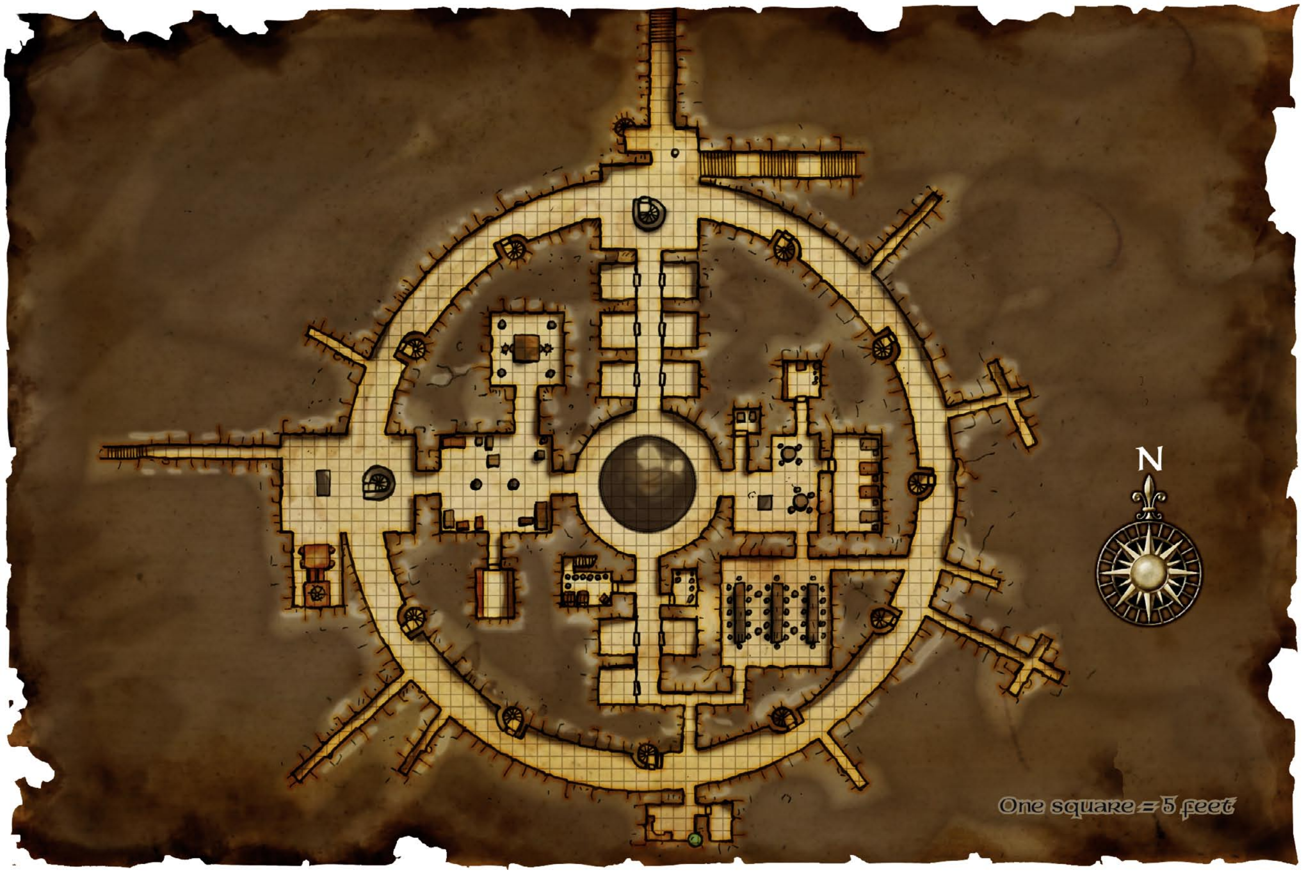

Arena's Understructure
E
Up to Raknian's Palace
C
Up to Arena's Main Tribune
Down to the Coenoby (Area 16)
5
Down to area23
6a
6b
6c
6d
6e
6f
Dome of Ulgurstasta's Chamber (Area 31)
4
12
B
Up to Warden's Barracks
1
2
11
13
N
3
8
9
H
Lift up to Arena Grounds
Down to the Shrine of Kyuss (Area 25)
7a
7b
7c
10
15
14
One square = 5 feet

Robert Lazzaretti


N
One square = 5 feet

Robert Lazzaretti

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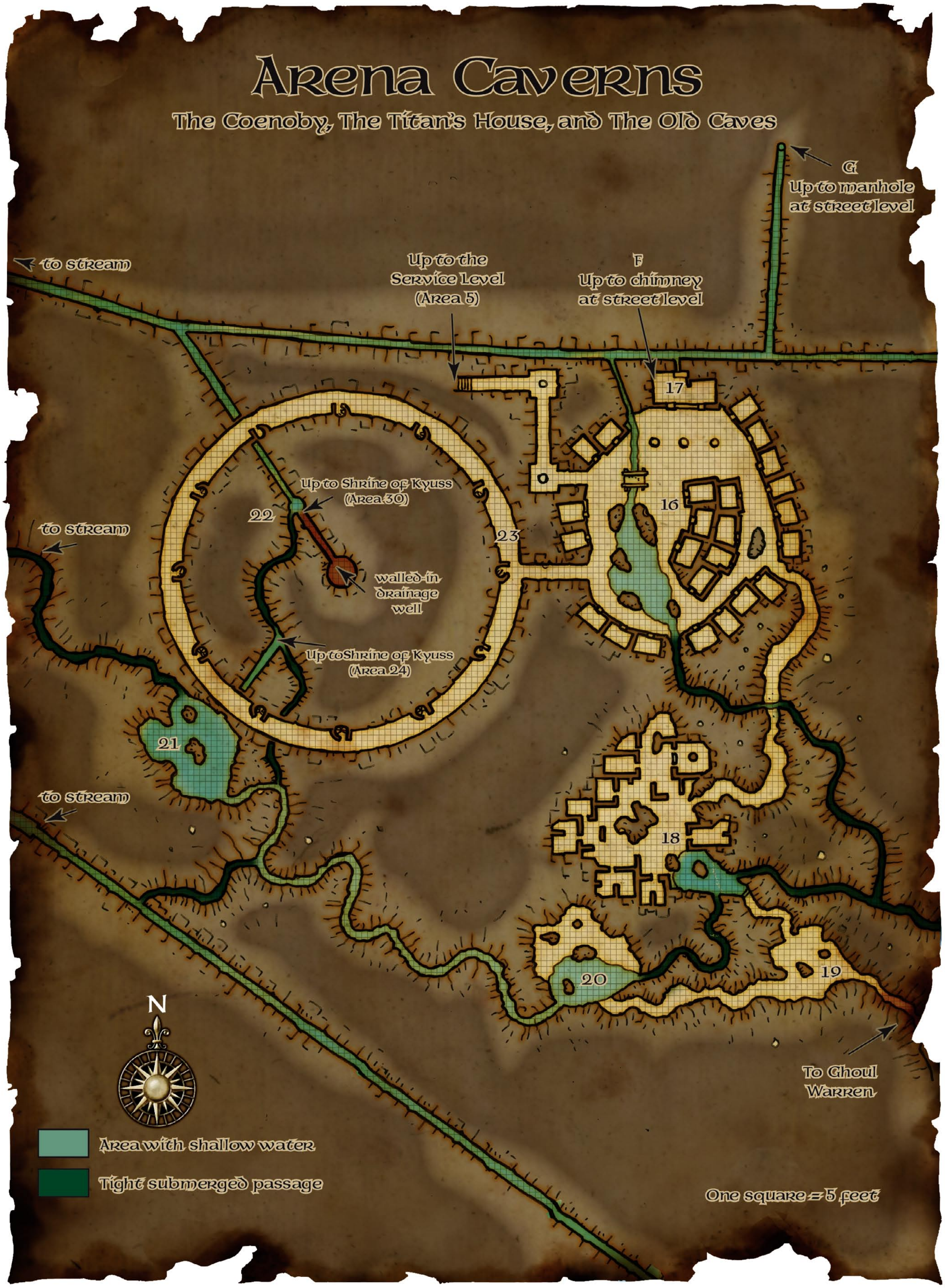
Arena Caverns

The Coenoby, The Titan's House, and The Old Caves


G
Up to manhole at street level
to stream
Up to the Service Level (Area 5)
F
Up to chimney at street level
17
Up to Shrine of Kyuss (Area 30)
22
16
to stream
23
walled-in drainage well
Up to Shrine of Kyuss (Area 24)
21
to stream
18
20
19
N
To Ghoul Warren
Area with shallow water
Tight submerged passage
One square = 5 feet

Robert Lazzaretti

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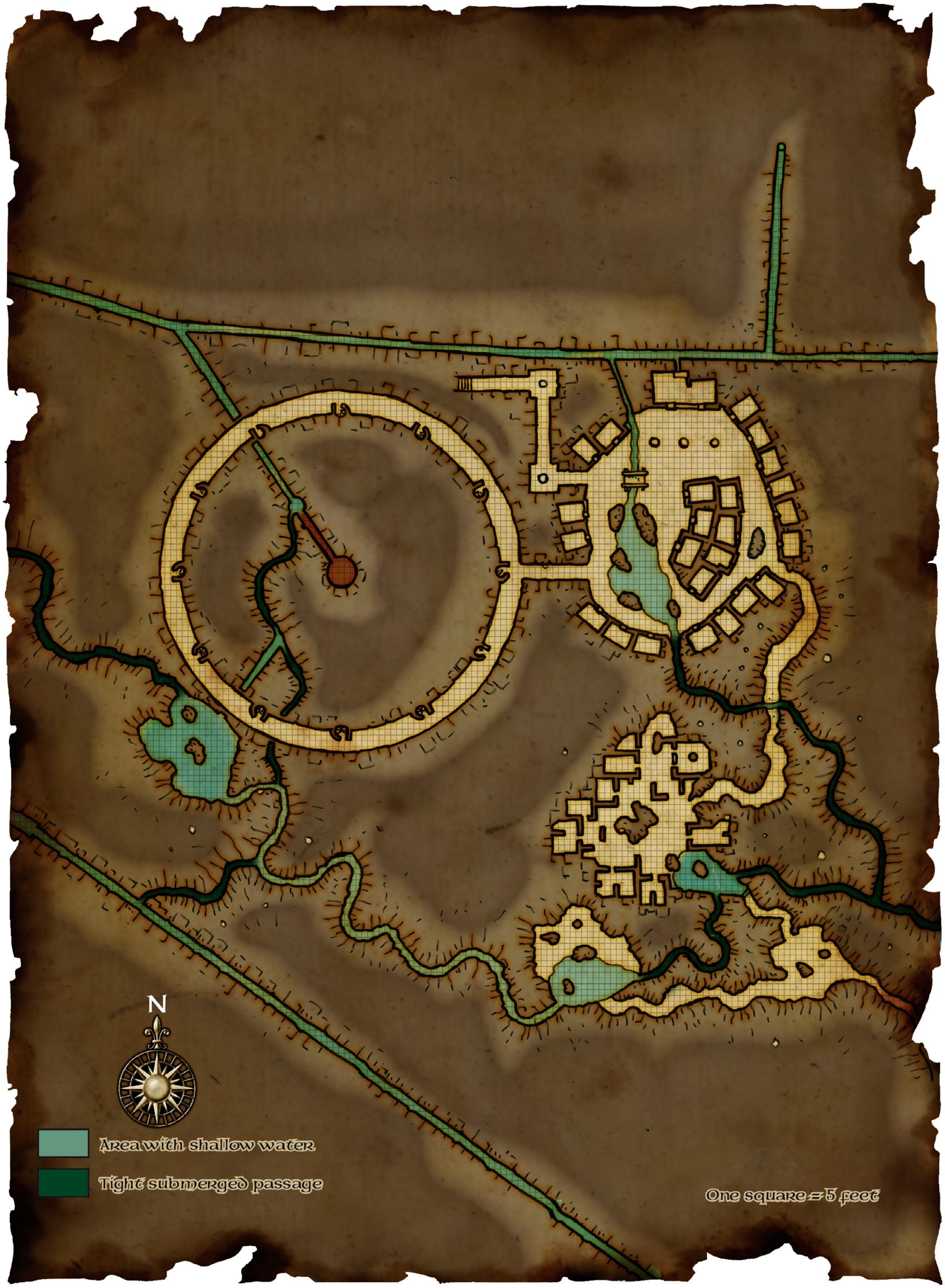
N
Area with shallow water
Tight submerged passage
One square = 5 feet

Robert Lazzaretti

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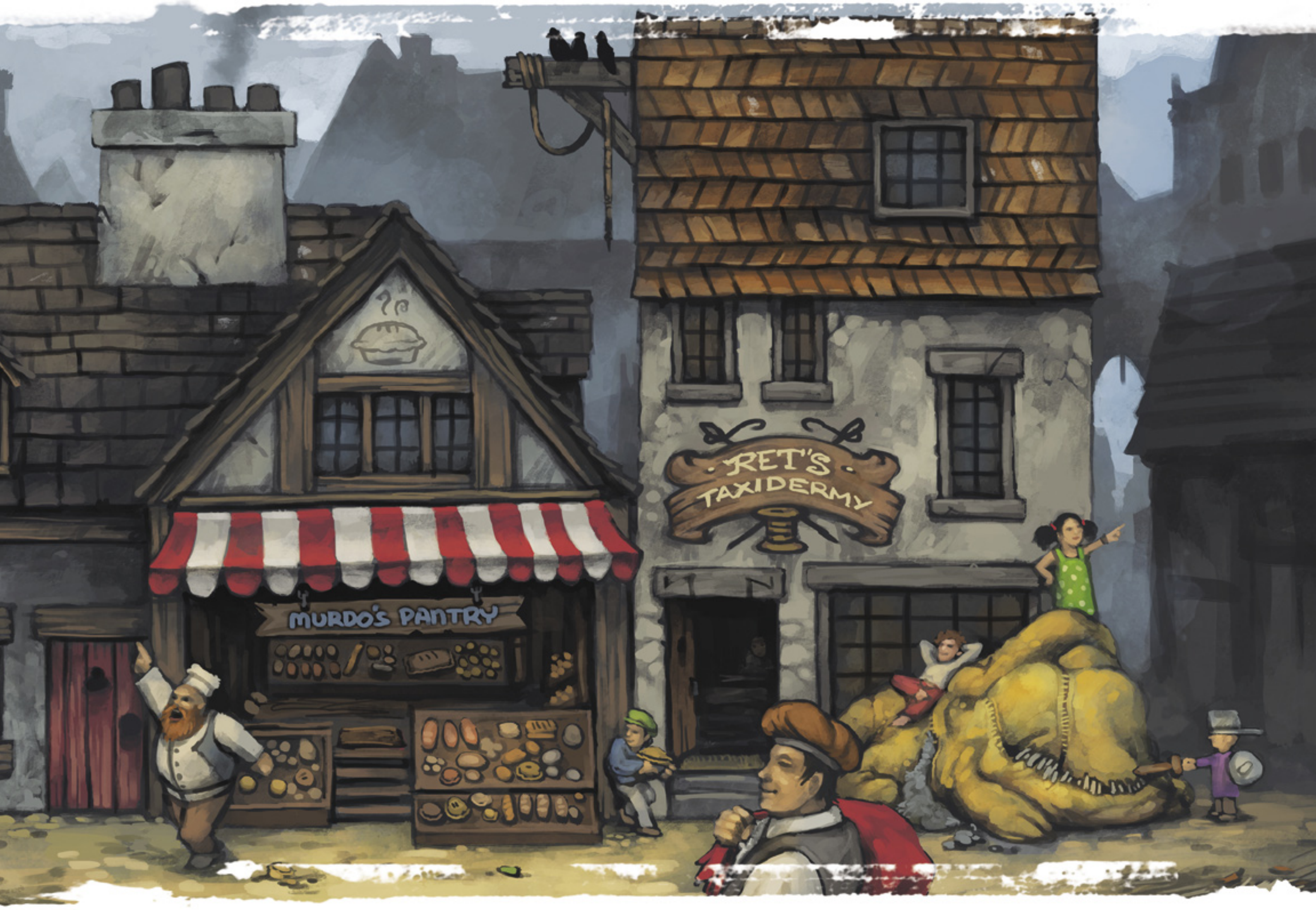
THE CROOKED HOUSE

THE FREE CITY

BY RICHARD PETT
BY MATT DIXON
BY ROBERT LAZZARETTI



The fourth and fifth adventures in the Age of Worms Adventure Path take place in the Free City, a massive metropolis that holds limitless opportunities for adventure, excitement, and intrigue. A proper and full exposé on this city could easily take up an entire issue (or more) of *DUNGEON*. Further, the Free City itself is intended to be completely adaptable to your campaign. If you've set the Age of Worms in the FORGOTTEN REALMS, the Free City is Waterdeep. In EBERRON, it is the city of Sharn. In the WORLD OF GREYHAWK, it is Greyhawk City itself. In your home campaign, it could be anything else. A full accounting of the Free City would thus ironically limit its usability in the various campaigns, since each of these potential cities has a different look and feel.

This Backdrop instead presents a small portion of one of the Free City's many districts, focusing on a single neighborhood of a few dozen buildings. It is an older part of the Free City, in which the houses and hovels sag and lean, and stone surfaces are weathered smooth like gravestones marking forgotten souls. Above the streets, towering chimneystacks rise high above rat-infested shingles, and ravens call into the perpetual twilight of the cavernous alleys beneath.

The locals call this corner of the city Midnight's Muddle.

MIDNIGHT'S MUDDLE

The streets of Midnight's Muddle are narrow and unlit, and chimneys often cloy the alleys with the tangy stink of woodsmoke. Three streets pass through the neighborhood—Nevern Walk, Bobclay's Alley, and Muddle Street. These streets are traveled by locals, for the most part, and the looming walls of the surrounding buildings keep them in perpetual shadow save for an hour or two during midday.

Building walls are very rough and can be scaled with a DC 10 Climb check. Roofs vary between 20 and 40 feet in height (although a few buildings described are taller), and are wood shingled unless indicated otherwise. The narrow streets are slightly raised in the center so rain washes filth to gutters on either side. Drains in the gutters down to the sewer below often back up during the rainy season.

The southeastern face of Midnight's Muddle faces the Free City's Low Market, a large square that hosts crowded daily markets that draw customers and entertainers from throughout the city's less affluent districts. If there's anything the PCs seek that can't be found for sale in Midnight's Muddle, chances are that they can probably find it for sale somewhere in the Low Market.

1. Tarquin's Manor

Tarquin Shortstone XXIV (NG male gnome expert 3) is a small gnome who seems to have every color of the rainbow in his flamboyant attire. The owner of the Crooked House (area **2**) next door, Tarquin dwells in this impressive townhouse, where he leads a flamboyant life and is often seen in the early morning singing hymns from his rooftop balcony. Tarquin keeps seven extraordinarily well-behaved but still dangerous hounds as protectors and friends. He often pays customers to walk them.

Tarquin's house reflects his character—color, color, and more color. Classical statues cram his chambers (all of them extravagantly painted) and huge canvases of exotic landscapes dominate the manor's rooms. He keeps a staff of four at his house; all of which are visibly scared of his hounds. Tarquin's distant relative Fosdike recently moved into the neighborhood (area **10**), and the two often spend long hours here playing with the hounds, repainting statues, or drinking into the wee hours of the night.

2. The Crooked House

One of the larger buildings in the neighborhood, the Crooked House is just that, a bit off tilt. Its walls are all at odd angles and the windows and doors aren't quite squared. Despite this, the tavern and inn is in good repair. The Crooked House is detailed in full in "The Hall of Harsh Reflections," in issue #127.

3. Mobber's Tasty Vegetables

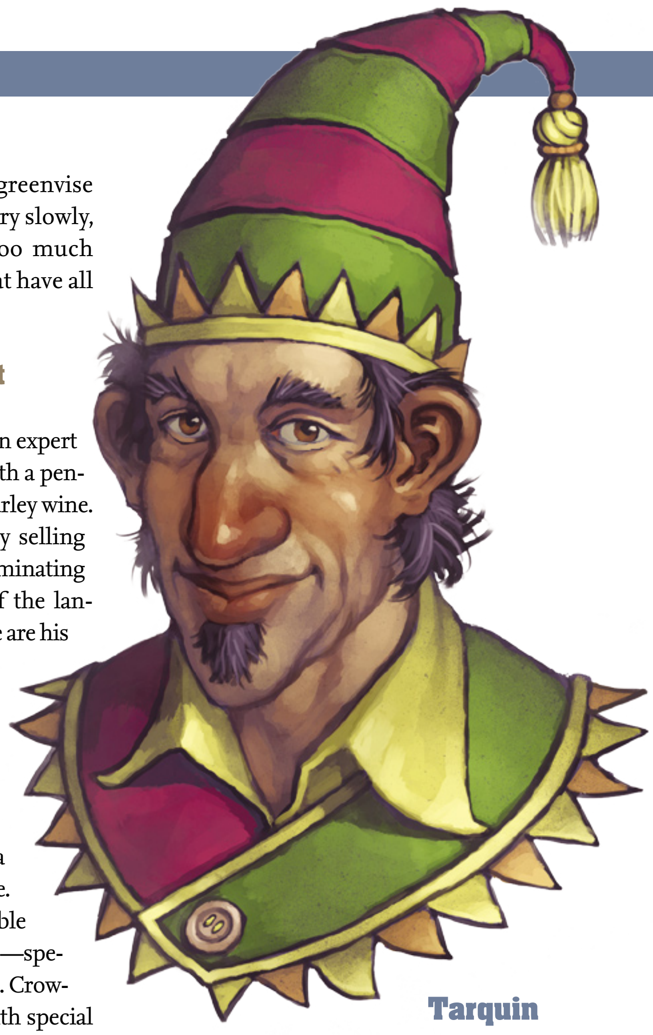
A fine, three-story townhouse rises here. **Mobber Blaskenabby** (LN male dwarf expert 2), the owner, uses the ground floor of this fine building to sell vegetables he grows with the help of a friendly druid named **Ilakarus Hobentak** (LN male human druid 2) in a secret garden a day's travel south of the Free City. Mobber's wares vary by the week. On some days he sells leaves from a single colossal cabbage, while on others he prepares delicious (and tangy) greenvise salads. Mobber himself talks very slowly, a side-effect from spending too much time conversing with plants that have all the time in the world to listen.

4. Crowmar's Magnificent Lantern Emporium

Crowmar Footly (NG male human expert 2) is a very tall and stocky man with a penchant for Tarquin Shortstone's barley wine. Crowmar's made a lot of money selling lanterns, sunrods, and other illuminating objects over the years—many of the lanterns found in Midnight's Muddle are his design. Yet recently he's fallen on hard times. A few months ago he had a large purse of money and a bursting enthusiasm for a great idea he believed would revolutionize lanterns. He came up with this plan whilst working as a miner a foul Diamond Lake mine. His plan was simple: a safe, portable means of illumination for miners—specially engineered fire beetle cages. Crowmar's initial design was a cage with special leg holes so that the fire beetle locked inside could still move around, to the limits of a tiny chain attached to a bootstrap. Sadly, Crowmar overestimated the cooperation of the humble (and stupid) fire beetle, and when a large number of imported fire beetles escaped, he very nearly had to sell his shop to cover the damages. Fire beetles can still be found in Midnight's Muddle, and it's rare that a week doesn't go by with stories of a child or pet being bitten by an angry beetle. These stories hurt poor Crowmar almost as much as they hurt his savings.

5. Murdo's Pantry

Murdo Aberankus (NG male dwarf expert 2) cooks an incredible array of food daily, favoring foods he has specially imported from foreign lands. His food is expensive (double the normal prices found in the *PLAYER'S HANDBOOK*) but the cuisine (a mixture of spiced dumplings, pies and cakes) is exceptional. His eatery boasts a fine upper-floor terrace where customers can get away from the bustle of the streets and enjoy a spectacular view of the Free City. Murdo himself is astonishingly fat and usually covered in flour.



Tarquin

6. Ret's Taxidermy

A stuffed otyugh stands watch outside this cluttered shop front. The young halfling named **Ret Mallenkask** (LG male halfling expert 5; Craft [taxidermy] +14) who owns this shop often wears a bloodstained apron, even when out at night. He's an expert at stuffing trophy heads and animals and monsters of all sizes, and claims that he once stuffed an entire dragon turtle for an eccentric (but very rich) adventurer. Although the stuffed otyugh out front of his shop has seen better days, he really is a talented taxidermist. He typically charges 50 gp per Hit Die to stuff an animal or monster.

7. A Tinge of Vellum

Madame **Alexia Tinge** (LG female human expert 3) is a bookish, reed-thin woman who dresses in woolen clothes. She sells quality vellums (along with paper, parchment, quills, and inks) from this shop, and is never afraid to give her customers a somewhat shrill report on the rising prices of producing fine writing materials in this modern day. A life-long spinster, she shares the upper floor with her three older (and equally shrill) sisters Agatha, Tyara, and Zelaria.

8. Moxitled's Alchemical Wares

Moxitled Jhrenn (CN male half-elf expert 3/wizard 2) is an eccentric man with wild, bushy hair. He spends much of his time in his cellar laboratory, manufacturing alchemical wares for his twin sons Doran and Nordan to sell in the cramped shopfront on the ground floor above. After his wife perished in a mysterious fire several years ago in a distant city, Moxitled and his sons left town and settled here. He is rarely seen by his neighbors, but his sons are common sights at the Two-Necked Swan (area **26**).

9. Two-Boy Theatre

The tiny theatre is run by a pair of young men who escaped the clutches of a wererat orphanage owner on the other side of the city. The older of the two is **Danifar** (CG male human expert 2/bard 1), a handsome lad with short, dark hair and a ready smile. **Hestek** (NG male human expert 3) is the younger of the two, and his skill at creating puppets is in large part the reason for the success of their venture.

The boys put on plays in this tiny ten-seat theatre (itself little more than a shed), using silhouette puppets and their own acting skills in religious miracle stories. The boys generally give good account of themselves, yet charge only 1 sp per performance. Both boys believe that Ludwick, the wererat orphanage owner they escaped a year ago, perished in the fire that consumed his lair. Whether or not this is in fact the case is unclear.

10. Shortstone Wines

A former temple to St. Cuthbert that fell on hard times after its priest was exposed in a scandal involving slavery and smuggling, this building's new owner is a gnome entrepreneur named **Fosdike Shortstone X** (LN male gnome expert 2/rogue 1). Unusually tall and broad for a gnome, Fosdike wears a monocle and dresses in dark velvet suits. He is in the process of converting this one-time temple into a warehouse to import and export wine. Fosdike is the third cousin twice removed of Tarquin (area **1**), and the two are the best of friends.

11. Wake's Construction

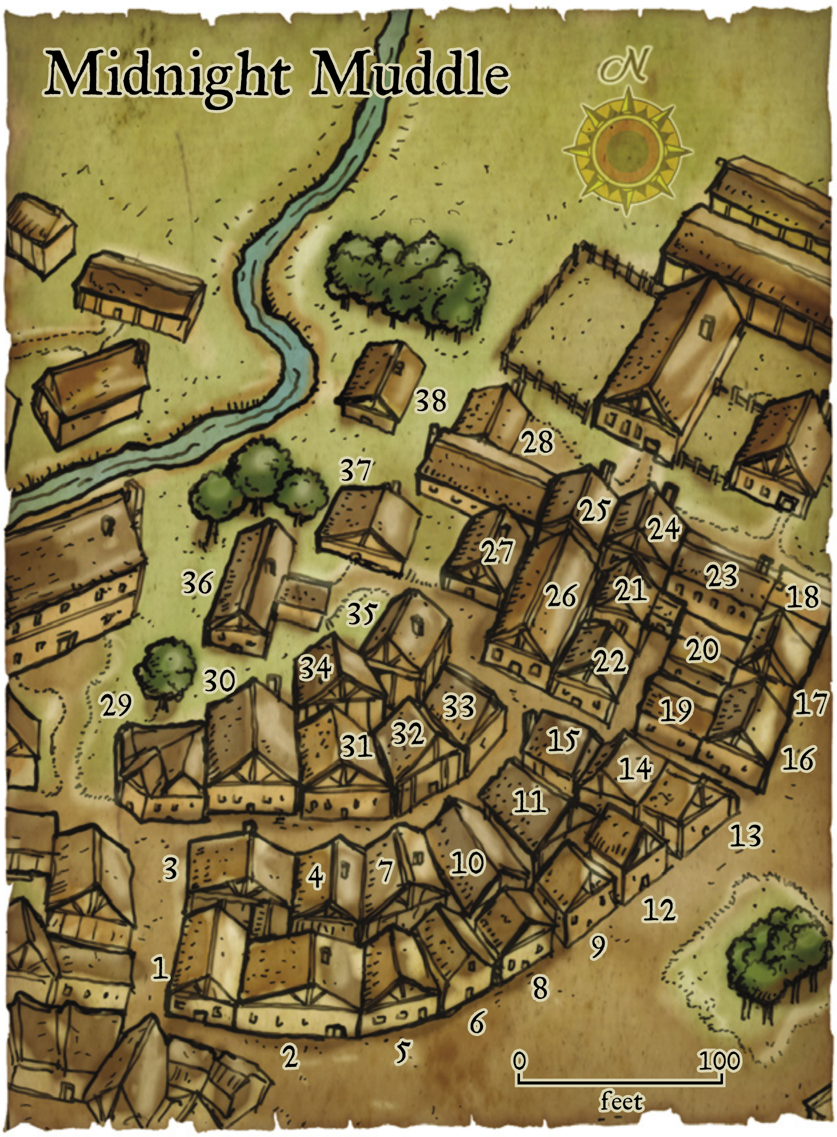
Kared Wake (LG male human commoner 3/expert 1) is a strong but lean man in his thirties. His current trade keeps his warehouse full of timbers, stone, and iron. A pair of 3rd-level human warriors guards the building—Kared himself lives elsewhere in the city with his family and only visits this location to requisition building materials as he needs them.

12. Ruined Shrine

Once a small shrine dedicated to Heironeous, this building burnt down a few weeks ago. The only priest, a respected man named Varda, was killed in the fire. His body has been interred in the crypt below the Free City's glorious Sanctum of Heironeous. The loss of Varda and his shrine has left many in Midnight's Muddle depressed and suspicious—rumors abound that the fire was deliberate. Those who arrived to help fight it insist that the windows and doors were ensorcelled and made impervious to harm, preventing anyone from breaking into the building to save Varda. Others hold that this is a flimsy excuse Varda's supposed "friends" are spreading to explain why no one was brave enough to enter the burning building. In any event, the church of Heironeous is strangely quiet on the matter, and many who once worshiped the Invincible One have become disenchanted with their faith as a result.

13. Burnt Hovel

This building was consumed in the fire that started at area **12**. The family that once lived here has left the city—the



building is now used by vagrants and vagabonds as an impromptu shelter.

14. Burnt Shop

As with area **13**, this shop went up in the fire that destroyed area **12**. Its owner was a struggling apothecary named Laslo. The day after the fire he threw himself into the Millstream north of the Muddle and drowned. The local homeless avoid this ruin out of suspicious fear that Laslo's ghost may now haunt the place.

15. Mistress Crump's Hovel

Mistress Oriana Crump (LN female human aristocrat 2/commoner 3) is a chinless, toothless hag with such a penchant for profanity that she is incapable of uttering a sentence without betraying a paucity in her vocabulary by swearing. She's lived in the Muddle for decades, ever since her once proud family fell on hard times and was forced to sell its estate. The local children enjoy tormenting her while the local adults enjoy avoiding her.

16. Tattoo Parlor

Although many locals call him the Painted Man due to his fearsome appearance (he's covered in tattoos of writhing worm-like dragons), **Jharan Hubris** (NG male human expert 2/bard 4; Craft [tattoo] +14) is a kindly soul. The tattooist stands over 6 feet tall and weighs 250 pounds, and generally walks around half-naked to show off his wares. Hubris's favorite subject is dragons, but he is generally skilled at crafting any tattoo. His works are not cheap, with a small tattoo the size of a coin costing 1 gp. An apple-sized tattoo can cost up to 10 gp, while large tattoos (such as the sinuous dragon that coils along his shoulders and down his right arm) can cost 100 gp or more. His greatest works are magic tattoos that store spells. These tattoos function as potions—once used, they vanish. Jharan can make magic tattoos of the following spells: *alter self, cat's grace, cure light wounds, detect magic, disguise self*, or *expeditious retreat*. Their cost equals the cost of a potion of the same spell. Creating a magic tattoo takes one day, and only the one who bears the tattoo can be affected by its magic. Activating a magic tattoo is a standard action that provokes an attack of opportunity.

17. Lobbly the Butcher

Lobbly Drent (N male human expert 2) is a miserable and lonely soul who seems to take singular delight in chopping up meat. He never married, his parents are dead, and his only friends are his astounding collection of knives. Still, his wares are always fresh and his prices fair.

18. Marik's Buns

Marik Larathka (LG female human expert 1) is a portly lady who keeps her gray hair tied in a bun. She makes very fine cakes and buns, frequently using strong aromatic spices such as nutmeg and cinnamon to give her wares a unique taste. She and her six children run this bakery with love and devotion, and start working before dawn every day. The smells from this bakery are a welcome addition to the day, and many of the locals have made a ritual of starting their day sitting on benches and chairs out front.

19. Horatio Rib's Everything

Aging **Horatio Rib** (LN male gnome aristocrat 1/expert 3; Bluff +10) wears a thick velvet robe and claims to have one of everything for sale in his tiny but crowded shop. His shelves and cupboards certainly have all of the standard equipment listed in the *PLAYER'S HANDBOOK* as well as most mundane items. He actually has few magic items (anything worth more than 300 gp is probably not for sale here) on hand, but claims to have many more in "storage out back." His prices are a little high (10% over standard), a surcharge Horatio says covers the fact that his shop's so well stocked. Sadly, Horatio's belief that he has everything for sale here is a manifestation of his mild dementia. If the PCs ask for something he doesn't actually have, he attempts to Bluff the heroes that he actually has what they want if they'll only wait a few minutes for him to step in back to retrieve the item from storage. He then slips out of the building, races to another shop or into the Low Market, and buys a stand-in for the requested item, taking a minute to spruce up the item before returning with it in hand. If, for example, a PC asks for a *+2 anarchic halberd*, Horatio dashes out to Zud's Towering Armory (area **27**) buys a halberd, ties some colorful ribbons around its haft and scratches an exotic name like "Thu N'arkik Wun" on its metal head before returning triumphantly (and possibly half an hour after being asked) to the PCs. He charges full price (+10%), of course. If the PCs confront him with the truth (say, after casting *detect magic* on the halberd) he sputters and rages and refuses to sell them anything more.

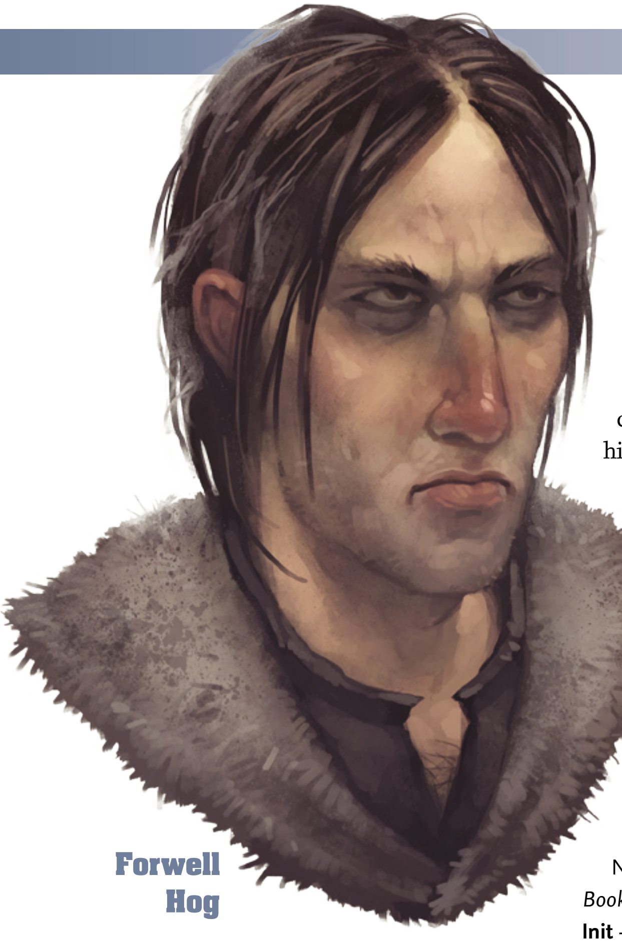
20. Shrine of the Weeping Woman

Tucked under a bent yew tree of great age is a small, unassuming shrine. The little building houses a statue of a female angel that purportedly cried actual tears some six years ago. A number of priests examined the statue after the event but found it to be nonmagical. Identification of the angel itself or of the statue's mysterious sculptor escaped the priests as well, and they eventually cataloged it as a hoax.

The shrine is currently owned by **Forwell Hog** (NE male human druid 7/vermin lord 1), a tall, thin man who walks with the aid of a stick. He claims to worship an obscure aspect of Heironeous called the Weeping Woman, one of Heironeous's lesser servitors and a patron of martyrs. He has several devoted followers in the neighborhood—all elderly souls who have lost children in recent wars. Forwell dwells in a small cluttered chamber behind a timber door at the back of the shrine.

In truth, Forwell uses the shrine as a front, and is the head of a small but dangerous religious sect called the Cult of the Festering One. Forwell was once a reclusive druid who lived in the southern Cairn Hills. One fateful evening, he discovered a strange cairn in which laired a particularly intelligent and charismatic phase spider warlock called the Festering One. The spider captured Forwell, and over the course of the next several months of torture and telepathic inquisitions, Forwell's mind finally snapped, and he began worshiping the spider. He emerged from the Festering One's cairn a vermin lord—this prestige class is detailed in the *Book of Vile Darkness*, but enough details are provided here so you can run encounters with this villain without requiring access to that book.

Forwell charges 1 gp for visitors to see the statue, but allows his small (but growing) congregation to visit and pray free of charge. Once in a while, one of his flock vanishes,



Forwell Hog

but since his worshipers are the forgotten elderly, no one really notices. The other members of his cult believe that their missing friends have been called up to heaven by the Weeping Woman to rejoin their martyred children, and themselves look forward to the day Forwell invites them into his inner sanctum for the same reward. He's careful to not accept any worshipers from the neighborhood, accepting aspirants only from other parts of the city. So far, no one's noticed there's anything unusual going on here, a testament to Forwell's subtlety as much as to society's willingness to ignore the possibility of something terrible happening next door. Forwell is responsible for the fire that killed Varda and burnt areas **12–14**, but he covered his tracks well. He lit the fire after Varda learned a little too much about his true nature.

Forwell is currently working at expanding the basement below his shrine into a space large enough to house the Festering One itself. Once this space is ready in a few months, he hopes to smuggle the phase spider into the city so he can be closer to his patron. Forwell himself is a lanky man with stringy hair and sunken eyes. He always wears a ratty gray cloak and darker colored robe that hide the fact that the skin on his torso and back has grown rigid and chitinous.

A PC who interacts with Forwell can make a DC 20 Knowledge (religion) check. Success indicates that he may seem sincere in his worship, the angel statue itself has no real connection to Heironeous, and there is no known entity called the Weeping Woman who serves him. With a DC 30 check, the character notices several tiny incongruities in the shrine or in Forwell's manner that make it obvious he does not actually worship Heironeous. Forwell is quite versed in matters religious and has a fairly good Bluff check—this, combined with his low profile, have kept his secrets safe so far.

FORWELL HOG **CR 8**
Male human druid 7/vermin lord 1
NE Medium humanoid
Book of Vile Darkness 73
Init +2; **Senses** Listen +8, Spot +8
Languages Common

AC 15, touch 12, flat-footed 13
hp 46 (8 HD)
Fort +6, **Ref** +4, **Will** +9

Spd 30 ft.
Melee mwk dagger +5 (1d4–1/19–20)
Ranged mwk dagger +8 (1d4–1/19–20)
Base Atk +5; **Grp** +4
Special Atk wild shape 3/day
Combat Gear *wand of contagion* (18 charges)
Spells Prepared (CL 8th, ranged touch +7):
4th—*cure serious wounds, giant vermin*
3rd—*cure moderate wounds* (2), *remove disease*
2nd—*barkskin, chill metal* (DC 14), *flaming sphere* (DC 14), *reduce animal* (DC 14)
1st—*cure light wounds* (2), *magic fang, obscuring mist, produce flame*
0—*detect magic* (3), *light, read magic, virtue*

Abilities Str 8, Dex 14, Con 12, Int 10, Wis 15, Cha 15
SQ animal companion (none currently), chitin +1, nature sense, resist nature's lure, trackless step, vermin servant, wild empathy +9, woodland stride
Feats Combat Reflexes, Persuasive, Skill Focus (Bluff), Verminfriend*
Skills Bluff +17, Diplomacy +4, Hide +5, Intimidate +6, Knowledge (nature) +8, Knowledge (religion) +5, Listen +8, Move Silently +5, Survival +4, Spot +8
Possessions combat gear, *bracers of armor +2*, masterwork dagger, threadbare robes and cloak
*This feat is from the *Book of Vile Darkness*; any time a vermin is about to attack Forwell, he can make a DC 20 Charisma check. If this check succeeds, that vermin refuses to attack him for 24 hours.

Chitin (Ex): A vermin lord gains a +1 natural armor bonus to Armor Class from the chitinous plates that begin to grow on his flesh.

Vermin Servant: A vermin lord gains a servant in the form of a vermin of up to 1 HD. This servant is treated as a familiar; its intelligence increases, and it is considered a magical beast. Forwell's vermin servant is a Small monstrous spider.

21. Meply's Alchemical Curatives

The short, balding **Meply Molabian** (N male human sorcerer 6) is an alchemist with a clever rouse. When he arrived in the Free City a year ago, he struggled to make money as the competition constantly undercut him and slandered his trade. To combat this, he came up with a trick—he became his own competition. Meply lives two existences, running shops right next door to each other. The abuse Meply and "Din" heap on each other is so legendary in this area that it is assumed they are mortal enemies. The constant war ensures that both their names are never out of local gossip—which provides both shops plenty of free advertising. Meply's shop focuses on alchemical supplies and potions, and it is open for 8 hours during the day from 8:00 in the morning to 4:00 in the afternoon. His *ring of sustenance* allows him to run both this shop and the one next door with ease.

A DC 20 Search check of Meply's personal chambers in the back of the shop reveals a secret door that allows access to the shop next door.

22. Din Danly's Alchemical Curatives

The bearded Din Danly has an outstanding head of red hair—his pride and joy. Of course, this is all a disguise—Din is actually Meply Molabian, disguised with a *hat of disguise*. Din's shop is open from 6:00 in the evening until 2:00 in the morning. His shop focuses on poisons and magical powders, elixirs, and other one-shot wondrous items.

23. Yalexex's Abode

The eccentric artist **Yalexex** (CN male human expert 10) who lives here was attracted by the cheap rent and lives in poverty in his rooftop garret. The floor below is a rickety open space in which he stores painting supplies. The paintings themselves (all wonderful and masterfully done portraits of famous citizens of the Free City) are kept in a stack under a ratty blanket in the corner. The handsome brown-haired, fair-skinned artist is often covered in colorful paint, and he talks quickly and often changes subjects in mid-sentence.

Yalexex paints people who catch his eye—most of his portraits are of average people he met on the street who possessed some hidden aspect that intrigued him. If any of the PCs has a Charisma score of 16 or higher, Yalexex might notice them in the neighborhood and ask them to come to his home to sit for a painting. The process takes 1d4 days, and the resulting portrait just happens to be a masterpiece worth 500 gp. Yalexex, of course, is dissatisfied with it and tries to destroy it. A DC 25 Diplomacy check is enough to convince him to sell it to the PC for as little as 1 gp, provided the PC gives him time to paint over his signature (Yalexex doesn't want his name attached to anything of such obvious low quality).

Yalexex's other works are quite well made—a DC 20 Appraise check reveals that each of the two dozen portraits he has on display could fetch as much as 100 gp from collectors. Yalexex has no real interest in selling his works, though, and treats his finished pieces with passive disinterest, unaware of how good they really are. If a PC convinces him to show them to a collector (a task requiring a DC 30 Diplomacy check), Yalexex becomes an overnight success and soon moves out of Midnight's Muddle into a much nicer flat in the northern end of the Free City. How the artist treats his PC patron after he's discovered is left to you.

One strange manifestation of Yalexex's eccentricity is the fact that he always incorporates a tiny green worm into his portraits. The worm is usually quite hard to find (DC 30 Search check), but it is unmistakable once located. Yalexex is unaware of this quirk, and has no explanation as to why the worms appear in his paintings—if confronted, he may even accuse the PCs of painting them in just to mess with his head. The truth behind these hidden worms is left for you to develop.

24. Weft Tower

This three-story tower is the home of **Ulous Weft** (CN male human commoner 3/rogue 3), a failed rogue and trickster with long gray hair. He moved to the neighborhood several years ago amid rumors of his fabulous wealth and stories of relatives who were successful adventurers. A broken and bitter man, Ulous never receives visitors. The penniless man lives alone, save for a large number of rats he's been unable to exterminate.

25. The Boat

A large sign hanging in front of this shop brazenly proclaims "The Boat—She sails the ocean of commerce!" The sign depicts a colorful boat with a larger-than-life image of the owner's red rosy cheeks and grin emblazoned on a foresail. This is **Cobly Weent** (LG male human expert 3), a large man who dresses in red silks that match his rosy red cheeks. Cobly lives here with his wife, his three children, his mother, and his infirm grandmother, all of whom are packed tightly into the upper floor apartments. The lower floor is a shop front that sells all manner of furnishings, carpets, statues, and other goods for dressing up a home. The interior of this shop is cunningly built to resemble the below-decks chambers of a massive merchant ship.

26. The Two-Necked Swan

The roughest ale-house in Midnight's Muddle is run by **Tudge** (CN male half-orc warrior 5) and **Ruck** (CN male half-orc warrior 3/expert 1), bald half-orc brothers who won the bar in a bet. The place has a well-deserved reputation for being a den of gamblers, lowlifes, and cheap prostitutes. A small circular amphitheater in the basement is always open for business. This fighting pit hosts battles between warriors, between warriors and beasts, and between beasts. Tudge and Ruck are frequent visitors to the Free City Arena, and if the heroes can change their attitude from indifferent to friendly, they provide details on the place, in particular the layout of the public area and the history of any notable battles there.

27. Zud's Towering Armory

Zud Yabberchap (LN male halfling expert 4) is a wild-eyed, red-haired man who fosters a pathological hatred of Souf (area **28**). Zud makes a brisk living selling armor and weapons, most of which he's crafted himself. Anyone who insults or badmouths Souf earns Zud's immediate friendship and a 10% discount on anything they buy here. Zud's hatred of the lizardfolk stems from a childhood tragedy when his village was accidentally flooded by a dam constructed by a group of lizardfolk.

28. Souf's Paraphernalia

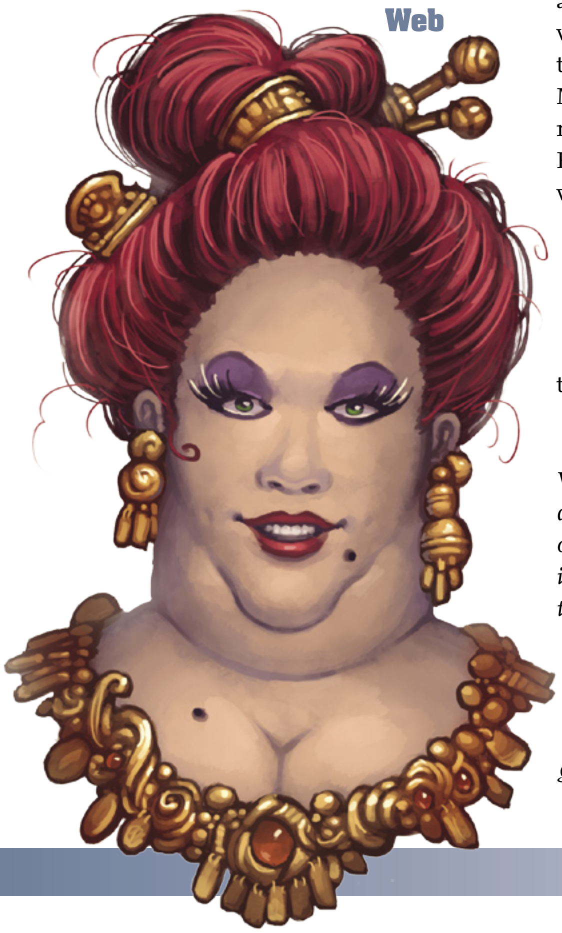
Souf (NG male lizardfolk expert 2) is something of an oddity and a local legend. A cultured and soft-spoken lizardfolk, Souf abandoned his tribe to move to the Free City in an attempt to educate its citizens about his people. Over the past several years, he's managed not only to establish himself as a respectable citizen, but a shopkeeper as well. His place is a tower of clutter. The rooms, doorways, stairs, and floor are crammed with items—piles of books about ant hills lie on top of others about horse barding, a ballistae hangs from a wall under a banner of frog-men fighting a group of badgers, and a stack of six crates of sunrods leans perilously next to the counter. Souf dresses like a human merchant and is more than willing to give his customers the luxury of looking around without dealing with a pushy salesman. Souf has had several accidents lately, and his arm is currently broken and in a sling after a timber fell on him from one of the rickety buildings nearby. He suspects Zud is behind these "accidents" but can't prove it, so he's taken to avoiding the hateful halfling as much as he can.

29–35. The Muddle

This cluster of buildings comprises the bulk of the residences in the Muddle. Each building is a tenement that houses anywhere from 10 to 30 people in small, cramped apartments. The tenants here are nevertheless friendly and open. The buildings themselves all belong to a man named **Kerril Besk** (LN male human aristocrat 2/expert 1), a fair and just landlord who makes a tidy fortune on rent gathered from these buildings (and several others like them scattered throughout the Free City). Kerril himself lives elsewhere in the Free City and only visits the Muddle when he's forced to do so to collect on late rent. There are currently no vacancies in these buildings.

36. Ph'xeris the Miracle

Ph'xeris (CN male human aristocrat 2/wizard 7) is an artist who glimpsed the Far Realm and has never been the same since. Independently wealthy, he usually walks around his house naked, exposing his pitifully thin body. His huge house is a series of extended breezy open balconies crammed with insane paintings, statues of iron, and clay sculptures of twisted things, (including many aberrations) so real looking he must have used living examples as reference. Ph'xeris is obsessed with having the building with the most number of doors in the Muddle and has personally installed hundreds of them (many of which open outside on upper floors) in his manor over the years. Although eccentric, he's fairly harmless and would be willing to craft magic items on commission for the PCs. Bear in mind that anything he crafts incorporates subtle influences from the Far Realm or his obsession with doors. For example, a magic suit of armor made by him is embossed with layers of colored enamel depicting pupilless eyes around filigree work of writhing tentacles and open doorways.



Ermelda Web

37. Web's Rooftop Dragonchess Parlor

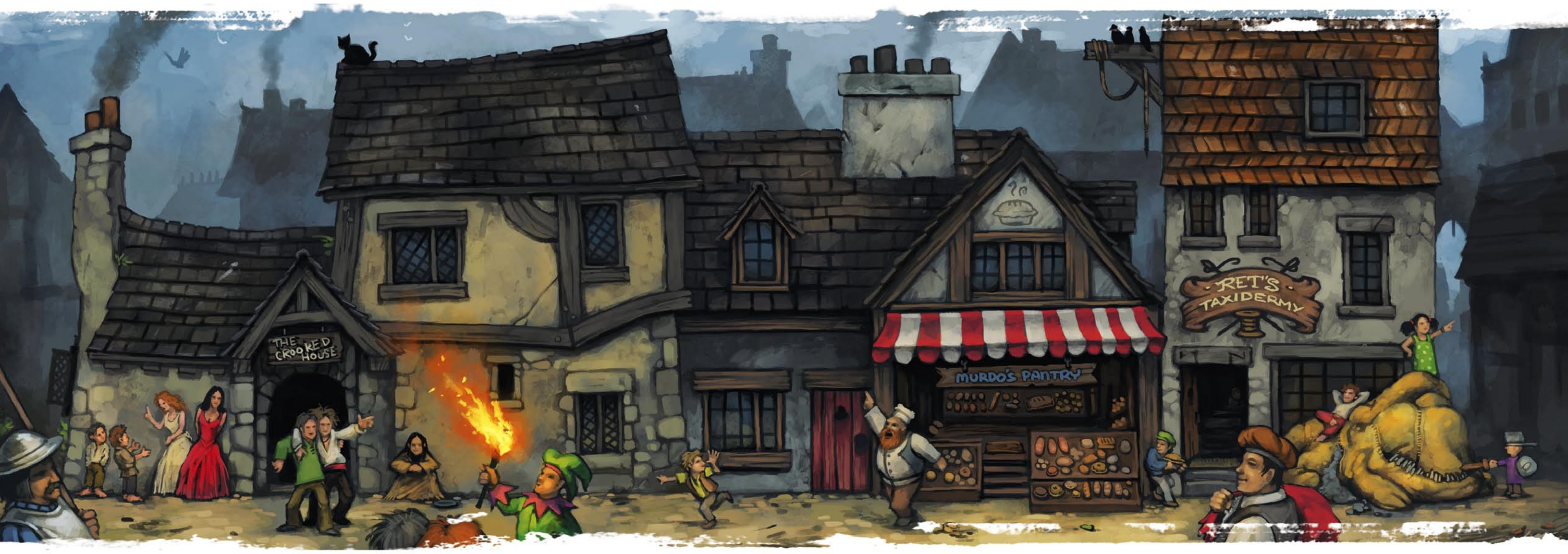
Aging minor noble **Ermelda Web** (LG female human aristocrat 7), a double-chinned snob who wears expensive jewelry and clothes, runs a smart dragonchess parlor from the upper floor and roof of her manor. Her velvet-lined gaming tables and floors attract the finest clientele in the Muddle and beyond. Ermelda provides a selection of fine wines and delicate seafood for her guests, who can only enter by invitation (requiring a DC 25 Diplomacy check or a bribe of no less than 500 gp). In the Muddle, only Zud and Tarquin Shortstone are members of her elite circle.

38. Shrine to Obad-Hai

Anlathi Merilain (NG female elf cleric 5) is a well-liked priest of Obad-Hai, and the keeper of this small shrine of the god of nature. Her shrine is the only functional place of worship in Midnight's Muddle, and is located near a small section of undeveloped land she's managed to claim from the city government in Obad-Hai's name. Much of her time is spent ensuring that new construction and development in the Free City is undertaken responsibly, but with the loss of the local shrine of Heironeous, many of the Muddle's inhabitants have turned to her for religious guidance. She's a little overwhelmed at the sudden shift in attention, but does what she can to tend to the sick and needy of the Muddle nevertheless.

With thanks to building engineer Mike Whiteoak for his advice, the Muddle is also dedicated to my old mate Mark Crowfoot, one of the most shamefully ludicrous role-players its ever been my pleasure to DM. Along with the self propelled fire beetle cage ("oh come on, how can that not work Rich?"), one of Mark's many proposals was to try to persuade me that his wizard could lie flat on his back and horizontally levitate along the ground and past some guards.

Mat Dixon

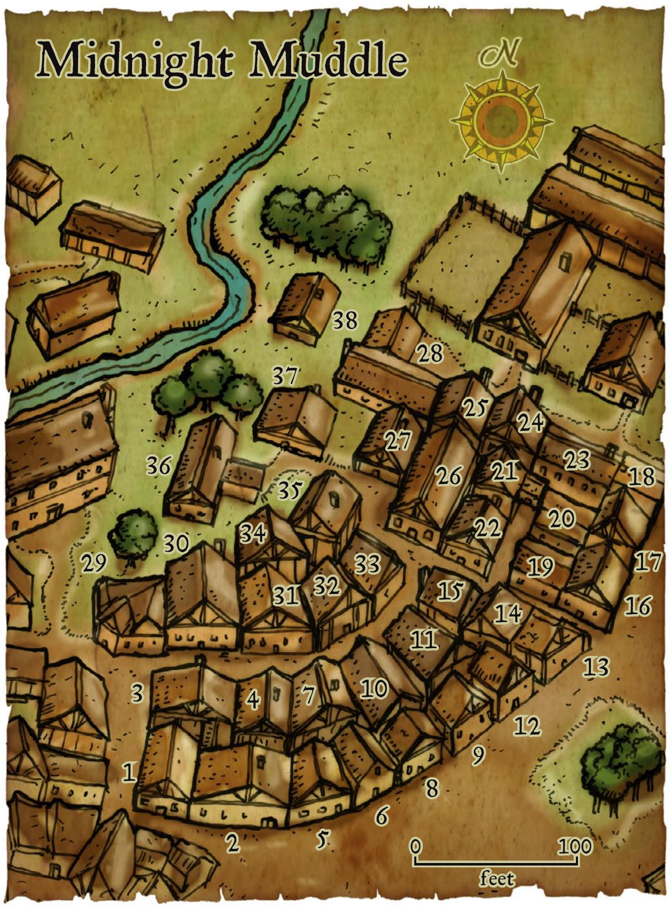


THE CROOKED HOUSE
MURDO'S PANTRY
RET'S TAXIDERMY

BACKDROP: THE FREE CITY

by Richard Pett

Welcome to Midnight's Muddle, a lively Free City neighborhood packed with friends and foes alike. As the Age of Worms marches ever forward, the Muddle offers your PCs new contacts and a new home.



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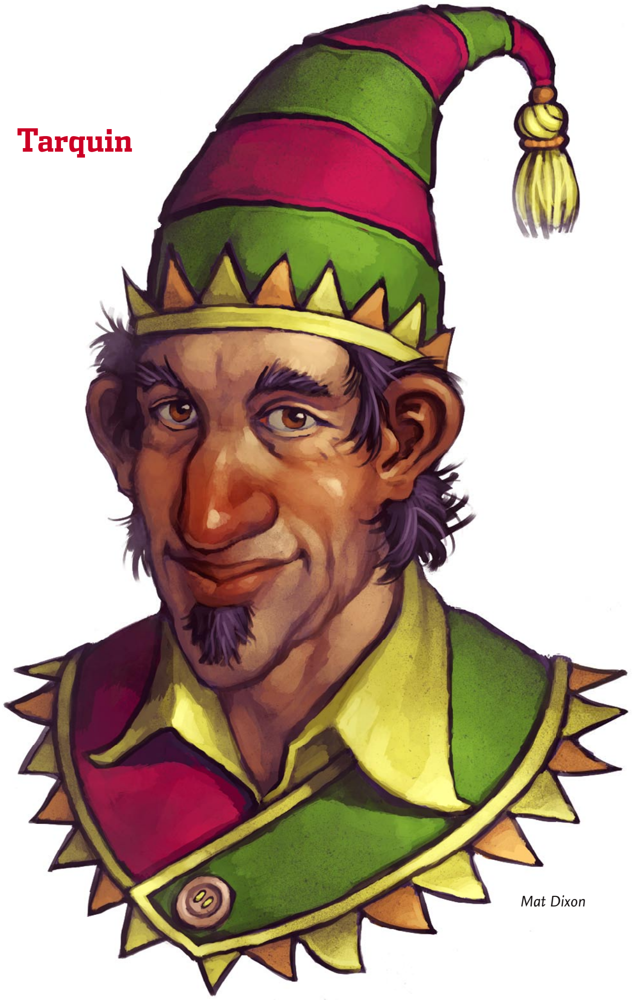
Robert Lazzaretti



Tarquin

Mat Dixon

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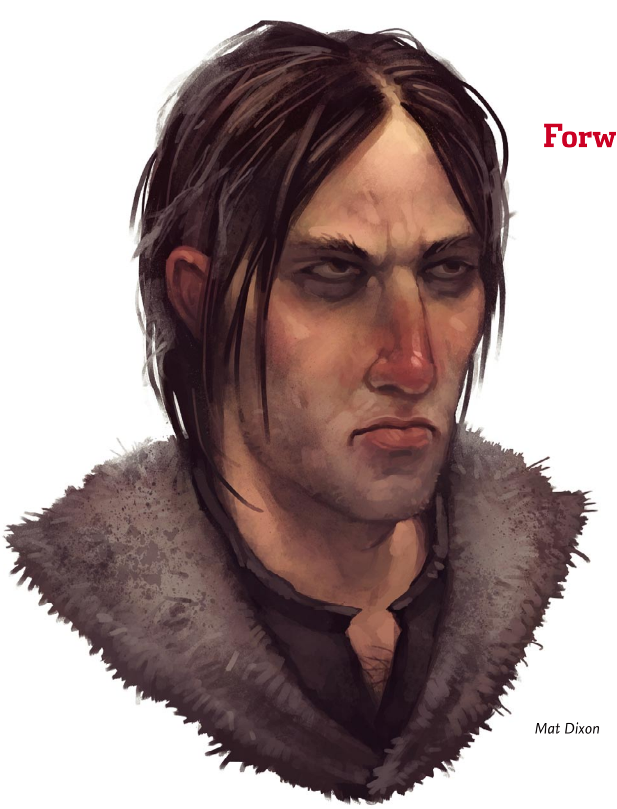
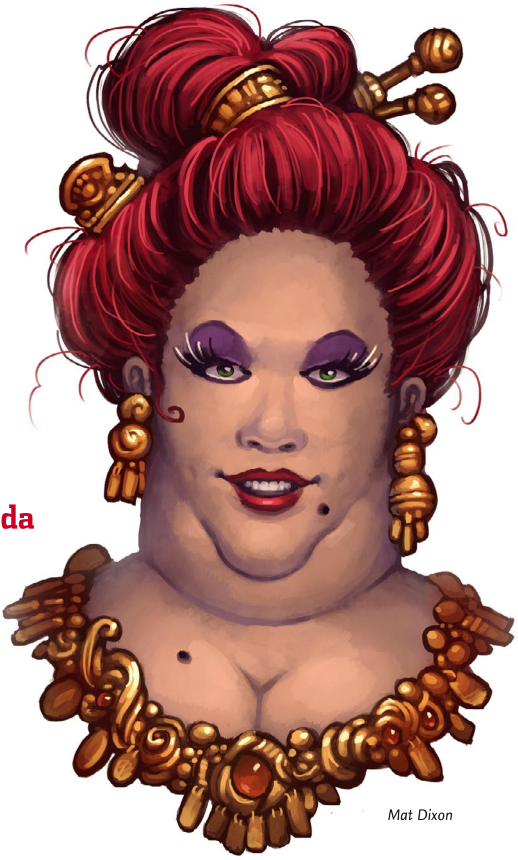


Forwell Hog

Mat Dixon



Ermelda Webb

Mat Dixon

MIDNIGHT'S MUDDLE IN THE FORGOTTEN REALMS

by Eric L. Boyd

The neighborhood known as Midnight's Muddle occupies one block within City Ward, just southeast of the Market. Midnight's Muddle is bounded by Bazaar Street, the High Road, Lamp Street, and the Street of Bells. Thanks to its close proximity to the Market, the neighborhood suffered some damage during the Time of Troubles, but not enough to be substantially rebuilt. As a result, Midnight's Muddle is a little more rundown than the surrounding area and is more akin to Dock Ward than neighboring North Ward. A single alley, Midnight's Muddle (Nevern Walk, Bobclay's Alley and Muddle Street) curves through the heart of the block, reachable via two narrow lanes connecting to the Street of Bells to the west.

Conversion notes for Waterdeep (Free City), Dagsumn (Eligos), and Kyrss Wands (Pollard) are given in the Realms conversion sidebar for "Hall of Harsh Reflections."

1. The Crooked House

The Crooked House lies at the northern tip of the block, at the corner of the High Road and Bazaar Street. Tarquin Shortstone XXVI is an old friend of Dagsumn and proprietor of the Crooked House. He frequently meets Dagsumn for a friendly game of lanceboard (dragonchess) at the Elfstone Tavern (C32).

9. Two-Boy Theatre

Ludwick, the wererat orphanage owner, is or was a member of the lycanthropic gang known as the Plague Rats. The ruins of his orphanage can be reached from Deloun Alley. (See *City of Splendors: Waterdeep*, page 57.)

10. Shortstone Wines

This building was formerly a shrine of Helm.

12. Ruined Shrine

This building was formerly a shrine of Tyr.

16. Tattoo Parlor

Jharan Hubris escaped slavery in Thay, where he learned his craft. (He has the Tattoo Magic feat, detailed in *Races of Faerûn*, page 170, and *Lords of Darkness*, page 189.) Since the Thayan's opened an embassy just north of the market (C70), he has kept a low profile, fearful that someone might recognize him and have him kidnapped and returned to his old master.

20. Shrine of the Weeping Woman

Forwell Hog purports to worship an obscure Ilmatari saint known as the Weeping Woman, the patroness of children lost in war.

29-35. The Muddle

The Muddle only occupies three buildings in Waterdeep (numbered **29**, **30**, **31**). These buildings are owned by Kerril Husteem (Kerril Besk), a member of House Husteem and cousin of the current patriarch, Lord Orbos Husteem.

37. Cragsmere's (Web's) Rooftop Lanceboard (Dragonchess) Parlor

This building is owned by Ermelda Cragsmere (Ermelda Web), a member of House Cragsmere and paternal aunt of the current patriarch, Japhyl "The Hawk" Cragsmere. One member of Ermelda's regular clientele is "Hurlblar Corthyn," who appears to be a book collector who dwells in modest upper rooms above Ragathan Furriers (N43). Further details on "Hurlblar" may be found in *City of Splendors: Waterdeep*, page 31. Hurlblar is friends with Ermelda and views her continued safety with parental concern due to his long-forgotten ties to House Cragsmere.

38. Shrine to Silvanus (Obad-hai)

This building is a shrine to Silvanus.

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Joachim '05

AGE OF WORMS

A GATHERING OF WINDS

When the PCs return to Diamond Lake to consult with their friend Allustan, they find the town in shambles and Allustan missing. Locals tell tales of a terrible dragon's rampage through town. Unfortunately for the characters, the dragon is only the beginning.

"A Gathering of Winds" is a Dungeons & Dragons adventure designed for four 11th-level characters. It is also the sixth installment of the Age of Worms Adventure Path, a complete campaign consisting of 12 adventures, several "Backdrop" articles to help Dungeon Masters run the series, and a handful of poster maps of key locations. For additional aid in running this campaign, check out *Dragon's* monthly "Wormfood" articles, a series that provides additional material to help players survive this campaign. Your PCs should hit 12th level at some point in this adventure, at which point those who have studied the cult of Kyuss and read through the *Apostolic Scrolls* they recovered in "The Champion's Belt" may qualify for the wormhunter prestige class, a highly customizable five-level prestige class detailed in *Dragon* #338's "Wormfood." Finally, you can head online to paizo.com to download "Age of Worms Overload," a free PDF that includes details on the hinterlands surrounding Diamond Lake, stat blocks for nearly everyone in town, and provides a detailed outline of the entire Age of Worms Adventure Path.

Of course, you can also run "A Gathering of Winds" as a stand-alone adventure, or even as part of a campaign of your own design.

BY WOLFGANG BAUR
BY JOACHIM BARRUM, STEVE PRESCOTT, AND EVA WIDERMANN
BY ROBERT LAZZARETTI
AGE OF WORMS CALLIGRAPHY BY DARLENE
ADVENTURE PATH | MID-LEVEL (6TH–12TH) | DUNGEON CRAWL
PLAYTESTERS: CLINT GOLDSCHMIDT, SEAN PAYNE, ERIC ANDERSON, GREG VAUGHAN, TED ALBERT

Adventure Background

In ages long past, before the rise of elves, dwarves, or humans, the legendary Wind Dukes of Aaqa ruled a vast empire, bringing Law and elemental magic to many barbaric worlds. Air and lightning powered the their magic, and their ties to the Plane of Elemental Air were very strong. In time, they mastered other elements as well, and as they grew more and more powerful, dozens of other elemental and lawful races swore fealty to them, from the lofty djinn and the proud salamanders to the least of the mud sorcerer cults and the inevitables, servants of the Wind Dukes. At its peak, the empire of the Wind Dukes comprised most of the elemental planes, from the oceanic palaces of the marid to the City of Brass. The Inner Planes were harmonious, united under one rule, and their civilization thrived—until forces led by the demonic Queen of Chaos rallied slaad, demons, and others against them.

The fight against the Queen of Chaos was long and relentless, and it culminated in the Battle of Pesh. The Wind Dukes won a pyrrhic victory there—the loss of so many of their greatest leaders (including the great Wind Duke General Icosiol) weakened their hold on not only the Material Plane but the Inner Planes as well. Over time, their elemental allies drifted away, and more realms were sealed from the planar byways.

The decline of the Wind Dukes took centuries. In that time, they built enormous tombs to honor their dead, choosing sites on the Material Plane near to where they fell as the locations of their eternal rest. One of the greatest of these tombs was that of Icosiol, the general who defeated the Queen of Chaos and her lackey, Miska the Wolf Spider. Icosiol used a potent artifact called the *Rod of Law* to cast them into the outer darkness. This great victory came at a significant cost, for the *Rod of Law* fragmented to become the *Rod of Seven Parts*, and Icosiol himself was slain in the final battle. Millennia later, the Wind Dukes have passed into legend, and this tomb still remains hidden under the Fields of Pesh, its entrance concealed hundreds of miles to the south behind a collapsed section of tomb for another Wind Duke (Zosiel, slayer of the demon Kizarvidexus) known today as the Whispering Cairn.

Adventrue Synopsis

This adventure begins with the PCs' return to Diamond Lake. They find the miserable town in much worse shape than they left it, for a powerful black dragon has come to town and destroyed several buildings. When the PCs seek out Allustan, they find his house leveled, but his body is nowhere to be found. After investigating, the PCs discover that Allustan has been spending a lot of time in the Whispering Cairn, and that no one's seen him since a few days before the dragon attack. In fact, Allustan has uncovered a portal from the Whispering Cairn to the distant but magnificent tomb of Icosiol, deep under what were once known as the Fields of Pesh.

The dragon responsible for the town's plight is Ilthane, a minion of the great undead dragon Dragotha. Arriving in Diamond Lake to avenge the disruption of her machinations in the Mistmarsh (see "Encounter at Blackwall Keep" in DUNGEON #126), Ilthane sought to slay Allustan for his meddling before moving on to track down the PCs themselves. She assaulted Diamond Lake but found the mage missing. After devastating the town, she learned from captured citizens that Allustan had traveled north to investigate a cairn. Ilthane ambushed him as he emerged, but was unable to slay the wizard, who retreated back into Icosiol's tomb in search of an item he could use to defeat the dragon.

When the PCs arrive at the Whispering Cairn, they find Ilthane waiting for them and must defeat the dragon if they wish to enter the cairn. After overcoming Ilthane, the PCs can pass through a strange black oval into Icosiol's Tomb—unexplored until Allustan entered it the day before and eventually became the victim of one of its numerous traps. Designed long ago to honor the renowned warrior Icosiol, the tomb's deepest chamber also protects a fragment of the fabled *Rod of Seven Parts*, a potent magical artifact.

The Wind Dukes lavished the tomb with traps and guardians. Many chambers hold potential deathtraps or an encounters with unusual monsters, all designed to protect that single item—and the memory of the Wind Duke's ancient triumph.

Adventure Hooks

After "The Champion's Belt" the PCs learn that their contact in the Free City, the sage Eligos, has been murdered. Before he was killed, he collected his notes on the nature of the Age of Worms in a small box; attached to the box is a short note.

"My dear friend Allustan—What your adventurers have stumbled into sickens me to my soul. Every new leaf I turn reveals an even darker secret. Here are my notes. You must take them to our one-time master—although I fear that even he may be ill-equipped for what writhes in all of our futures. Until then…"

The note is unfinished. The contents of the box consist of several books about apocalypse cults, undead, and ancient history, along with any discoveries that the PCs may have given Eligos. The PCs should seek Allustan and deliver this box of research to him. If they don't, word of a dragon attack on Diamond Lake may convince them to return to their old stomping grounds.

If you're running "A Gathering Of Winds" on its own, Allustan instead becomes a local wizard who became trapped in Icosiol's Tomb. The PCs may have arrived in Diamond Lake with a need to speak with the wizard. Alternately, one of the PCs could have heard rumors of a new cairn's discovery near Diamond Lake. Research indicates that this cairn may in fact be a doorway to an even greater ancient tomb.

PART ONE: RETURN TO DIAMOND LAKE

In the time between the third and sixth adventures, while the player characters have been strutting around the Free City, Allustan has examined and explored the remaining secrets of the Whispering Cairn. He suspected that a powerful artifact was buried somewhere inside, and hopes that this artifact may prove valuable against current-day enemies.

Over time, Allustan performed a series of excavations and experiments with certain dead-ends and interdimensional elements of the dungeon, most notably the collapsed passage near the entrance (area **3** in "The Whispering Cairn"). Allustan summoned elemental creatures to help him excavate that passage, and in so doing uncovered a long-hidden chamber with a strange portal. A slave to curiosity, Allustan passed through the portal and discovered Icosiol's Tomb on the other side. He explored a few rooms, but realized he needed to gather more gear before venturing further. He returned to the Whispering Cairn, intending to retrieve supplies from his home in Diamond Lake, but was ambushed by Ilthane upon exiting the cairn. Allustan retreated back to Icosiol's Tomb. He became trapped by one of the tomb's wards not long after.

A Town In Ruin

When the PCs return to Diamond Lake, they find the town in much worse shape than when they left—Ilthane has destroyed several buildings and left the entire town in chaos and fear. The following notes apply to the map of Diamond Lake and the Backdrop article that appeared in *Dungeon* #124.

Ruined Buildings: Allustan's home has been destroyed, as has the Emporium. Several of the unlabeled buildings between these two structures are also gone. All of them appear to be partially crushed in places, and in others melted. Sections of ground are scarred and barren from blasts of acid, including a large black swath in the middle of the town square. Feel free to have several other buildings in town destroyed as well.

Dead or Missing: The sage Allustan is missing and presumed dead. Everyone in town assumes that, by now, the dragon has found and killed him—Ilthane made no secret of the fact that he was the one she was looking for. Several of the Emporium's employees have left town, including Shag Solomon (whom the PCs will meet again in "The Prince of Redhand"), while others have sought shelter at other establishments in town. Several citizens were slain in the dragon's attack, and now the survivors cower in their homes. Feel free to add any NPCs that the PCs know to the list of the dead as you see fit.

The Heroes Return: Not long after the PCs arrive in town, they are approached by a group of guards from the garrison. These guards recognize the PCs on sight, and beseech them to slay the dragon that has come to town. They describe the dragon as a 30-foot-long black monster with a devastating acid breath weapon. Allustan's home was the first thing the dragon destroyed, and it moved on from there in a rage, smashing houses left and right until it reached the town square. The creature then began gathering wounded victims in the square and demanded Allustan's location. A dozen people were killed before someone was able to answer the dragon—Allustan had been spending his time of late at the Whispering Cairn. The dragon secured directions to the now infamous local tomb, then flew off to the north.

This was three days ago. The townsfolk have been living every day since in fear that the dragon could return at any moment. No one knows why the dragon is after Allustan, or where it came from, only that no one in town could withstand its fury.

If you're playing the Age of Worms as a campaign, you should take some time now to let the PCs interact with the townsfolk. They may wish to catch up with old friends, torment old enemies, or otherwise wrap up loose ends left over from their prior adventures in Diamond Lake. Eventually, they should head up to the Whispering Cairn to find out what happened to Allustan, who hasn't been seen in town since the day before the dragon attack.

The Whispering Cairn (EL 13)

The black dragon Ilthane had already planned to assault the PCs for ruining her plans to infect the Twisted Branch lizardfolk (see "Encounter at Blackwall Keep"). When agents of the Ebon Triad based in Alhaster contacted her and asked her to track down the PCs and their mentor Allustan and kill them in reciprocation for their acts against the Ebon Triad cell based under Diamond Lake, she agreed readily. The payments in gold and magic the Triad promised her were almost an afterthought. Ilthane traveled south to Diamond Lake, intending to slay Allustan and then move on to the PCs, but found the wizard wasn't at home. When she learned he'd spent the last few days in the Whispering Cairn, Ilthane ambushed the wizard that night as he emerged from the tomb, wounding him greatly before he managed to escape. For the last few days, Ilthane has bided her time, resting and recovering from her wounds and waiting patiently for Allustan to emerge from the Cairn. She knows Allustan can't yet cast *teleport*, but has started to wonder if he might have escaped via some other route when the PCs arrive in the area.

Creature: The reduction of Ilthane's glorious hunt to a drawn-out wait outside a glorified mousehole wasn't what the dragon pictured when she took this job. She's a bit impatient and more than a little annoyed at the failure of her first venture into killing-for-hire. She's also smart enough to be wary of the PCs, and she prefers to attack on ground of her own choosing. Ilthane considers the area around the Whispering Cairn open enough for an aerial assault, and free of the complications that would accompany an attack in or near the town of Diamond Lake. She has memorized the terrain and awaits her opportunity. A party in disguise offering to help her "get the wizard out of the tunnel" might secure Ilthane's cooperation, but it would require quite a good Bluff check (opposing Ilthane's +21 Sense Motive check).

Ilthane is a bit more dangerous than the average adult black dragon. She's a gifted alchemist, and under Dragotha's tutelage has developed several potent elixirs that infuse the living with draconic power. The PCs may have already tangled with some of the results of Ilthane's elixirs (several of the lizardfolk and kobolds from "Encounter at Blackwall Keep" were augmented in this manner). Now, they'll be confronted with the results of her greatest discoveries—elixirs she has used on herself to gain persistent enhancement bonuses to her ability scores, immunity to poison, and a dangerous augmentation to her breath weapon.

ILTHANE THE BLACK **CR 13**
Female adult black dragon
CE Large dragon (water)
Init +1; **Senses** blindsense 60 ft., darkvision 120 ft., keen senses, low-light vision; Listen +16, Spot +20
Aura frightful presence (DC 20, 180 ft., HD 18 or fewer)
Languages Common, Draconic, Aquan

AC 29, touch 10, flat-footed 28
hp 218 (19d12+95 HD); **DR** 5/magic
Immune acid, paralysis, poison, sleep
SR 18
Fort +16, **Ref** +12, **Will** +12

Spd 60 ft., fly 150 ft. (poor), swim 60 ft.
Melee* bite +20 (3d6+13) and
2 claws +17 (1d8+9) and
2 wings +17 (1d6+9) and
tail slap +17 (1d8+16)
Space 10 ft.; **Reach** 5 ft. (10 ft. with bite)
Base Atk +19; **Grp** +30
Atk Options Flyby Attack, Power Attack
Special Atk breath weapon (80 ft. line of acid; 12d4 plus poison; Ref DC 23 half; 1d4 rounds between uses)
Spells Prepared (CL 3rd, +19 ranged touch)
1st (6/day)—*alarm, charm person* (DC 12), *mage armor*
0 (6/day)—*daze* (DC 11), *detect magic, flare* (DC 11), *open/close, ray of frost*
Spell-Like Abilities (CL 6th)
3/day—*darkness*
1/day—*corrupt water* (DC 20)

Abilities Str 25, Dex 12, Con 21, Int 12, Wis 13, Cha 12
SQ water breathing
Feats Flyby Attack, Improved Natural Armor, Improved Natural Attack (bite), Multiattack, Power Attack, Weapon Focus (bite), Wingover
Skills Bluff +15, Climb +21, Diplomacy +5, Hide +17, Intimidate +14, Listen +16, Move Silently +21, Search +10, Sense Motive +22, Spot +20, Swim +26

Breath Weapon (Su): Ilthane's breath weapon exudes toxic fumes in addition to inflicting acid damage. Anyone who suffers damage from Ilthane's breath weapon must make a DC 23 Fortitude save or take 1d4 points of Strength damage. One minute later, the character must make another DC 23 Fortitude save or take another 1d4 points of Strength damage.

*Includes adjustments for 6-point Power Attack.

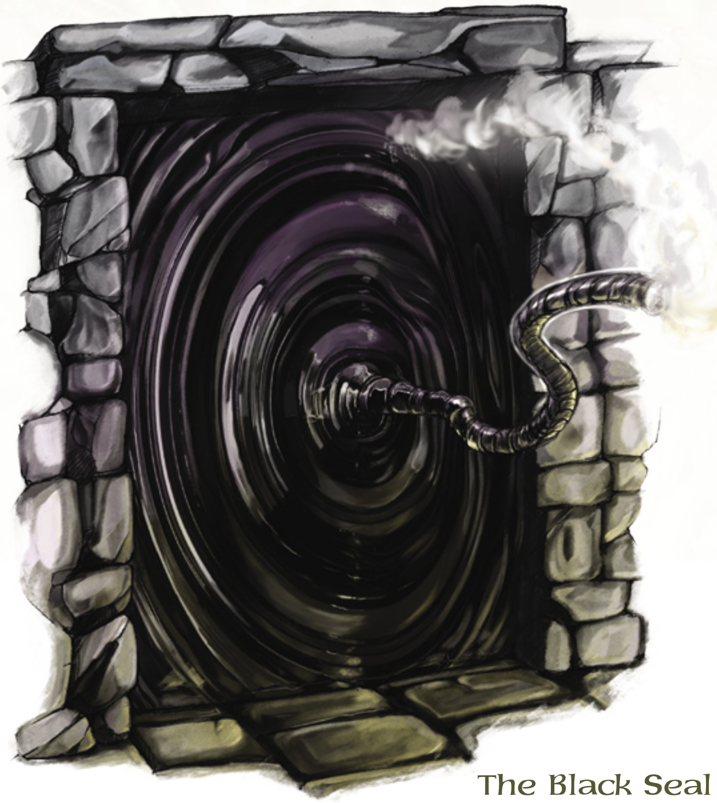
Tactics: Ilthane watches the entrance to the Whispering Cairn from a small copse of trees on a hilltop 100 feet from the tomb's entrance. Even after dark, her senses are keen enough that she automatically notices anyone who attempts to approach the cairn without bothering to hide. Since she's 100 feet away, she takes a –10 penalty on Listen and Spot checks to notice anyone else approach the cairn entrance. She sleeps twice a day in six-hour shifts (from noon to dusk and from midnight to dawn), relying on an *alarm* spell she casts on the cairn entrance to alert her to intruders during these hours.

As soon as she notices anyone approaching the cairn, she casts *mage armor* and leaps into the air, flying low around the backside of the hill and as quietly as she can to approach the party from behind. Characters who make a Listen or Spot check (opposed by her Move Silently and Hide checks but penalized by –5 for distance) catch a glimpse of her approach, or hear the beating of her wings.

On the first round of combat, Ilthane tries to catch as many of the PCs as she can with her breath weapon. She then lands between the party and the cairn entrance, perhaps perching right above it, attacking anyone in reach. As she fights, she roars out in Common, "Dragotha take you all! The wizard is mine!"

Ilthane pursues the PCs into the Whispering Cairn, but does not follow them into Icosiol's Tomb if they make it that far. She instead waits outside for up to another week, planning to ambush the PCs as they exit the tomb.

Development: Ilthane's lair is hidden far to the north near the town of Alhaster. The PCs may get a chance to find it (and the strange alchemical treasures it contains) in part 8 of the Age of Worms Adventure Path.



The Black Seal

PART TWO: ICOSIOL'S TOMB

Once they defeat Ilthane, the party can enter the Whispering Cairn unopposed. It's possible to track Allustan's progress through the Whispering Cairn and Icosiol's tomb with a

DC 24 Survival check by someone with the Track feat.

Even if the PCs can't track him, it should be obvious to those who have visited the Whispering Cairn before where he went. The last time the PCs were in the Cairn, one of the passageways to the east had been collapsed. Allustan has cleared this passageway out, revealing the Black Seal at area **1**.

Once the PCs reach Icosiol's tomb, the atmosphere is dry and cool. Periodic and playful gusts of wind haunt the halls, keeping dust from accumulating and filling the tomb with a constant susurrus. Walls are of reinforced masonry, and doors are of basalt. A DC 20 Knowledge (architecture and engineering) check is enough to establish the fact that the tomb is incredibly ancient, but was built to last eons and has weathered the passage of time well.

1. The Black Seal (EL 10)

> The walls of this passageway are scarred and dented, indicating that this whole area has been, until recently, collapsed. At the end of the tunnel stands a glossy black surface with a raised sphere in the center, like the boss in the center of a shield. The glossy black surface resembles a heavily lacquered door.

The strange black doorway appears solid, but objects striking it make it shiver and ripple as if it were a vertical wall of water or soft gelatin. A DC 20 Knowledge (arcana) check identifies the object as a portal. The doorway can be passed through by simply walking through it—doing so is like walking through a particularly viscous wall of warm mud. Passing through the portal is a full-round action, and only one creature may do so at a time. Unfortunately, doing so provokes attacks of opportunity from the door's guardian.

Portal to Icosiol's Tomb: Hardness 16; hp 60; Break DC 28; Caster Level 20.

Creature: Anyone who touches the portal is immediately subject to the attack of the door's guardian, an abyssal ghoul. Magically bound into the door ages ago by the Wind Dukes, the ghoul was activated from its long sleep when Allustan first used the portal. The ghoul effectively occupies the square the portal is in; in order to pass through the portal and into Icosiol's Tomb beyond, a character must Tumble or overrun the ghoul to move through the its space. Becoming ethereal also allows free passage by the ghoul. A *dimension door*, *teleport*, or similar spell cast while a character is touching the door also allows free passage through the portal into Icosiol's Tomb (this is how Allustan entered the tomb without destroying the ghoul). The ghoul cannot be moved out of the doorway with bull rush or similar tactics.

The ghoul can be attacked without penalty by anyone who is in contact with the portal—the ghoul gains total concealment and cover from all other attackers, gaining a +4 bonus to its Armor Class and a 50% miss chance. In addition, the portal's hardness 16 applies to attacks against the ghoul from sources not in contact with the portal. Any attack directed at the ghoul from someone not in contact with the portal also damages the portal. If the portal is destroyed, it shuts down immediately and releases the ghoul into the Whispering Cairn or Icosiol's Tomb (50% chance of either location). If the ghoul is slain or banished, the portal can be passed through freely. A successful turn undead check forces the ghoul out of the portal (equal chances of ending up on either side). Rebuke undead does not have this result, but does render the ghoul docile enough to allow passage through the portal without opposition.

The ghoul can attack anyone within 5 feet of the portal; since it has total concealment against targets not in contact with the door, it applies its sneak attack damage automatically. If no one is in reach, the ghoul can withdraw completely into the portal, at which point it cannot be targeted or harmed (the portal itself can still be damaged, of course).

ABYSSAL GHOUL **CR 10**
CE Medium undead (extraplanar)
Init +7; **Senses** blindsight 90 ft, *deathwatch* 90 ft, Listen +2, Spot +2
Languages Abyssal
Fiend Folio 13

AC 27, touch 13, flat-footed 27; Dodge, Mobility, uncanny dodge
hp 104 (16 HD)
Immune electricity; undead traits
Resist acid 10, cold 10, fire 10; **SR** 20
Fort +5, **Ref** +10, **Will** +12

Spd 40 ft.
Melee 2 front claws +15 (1d4+7 plus disease) and rear claws +13 (2d4+3 plus disease)
Base Atk +8; **Grp** +15 (drain 1d6 Wis on a successful pin)
Atk Options sneak attack +5d6, improved grab (if both front claws hit)
Special Atk wisdom drain

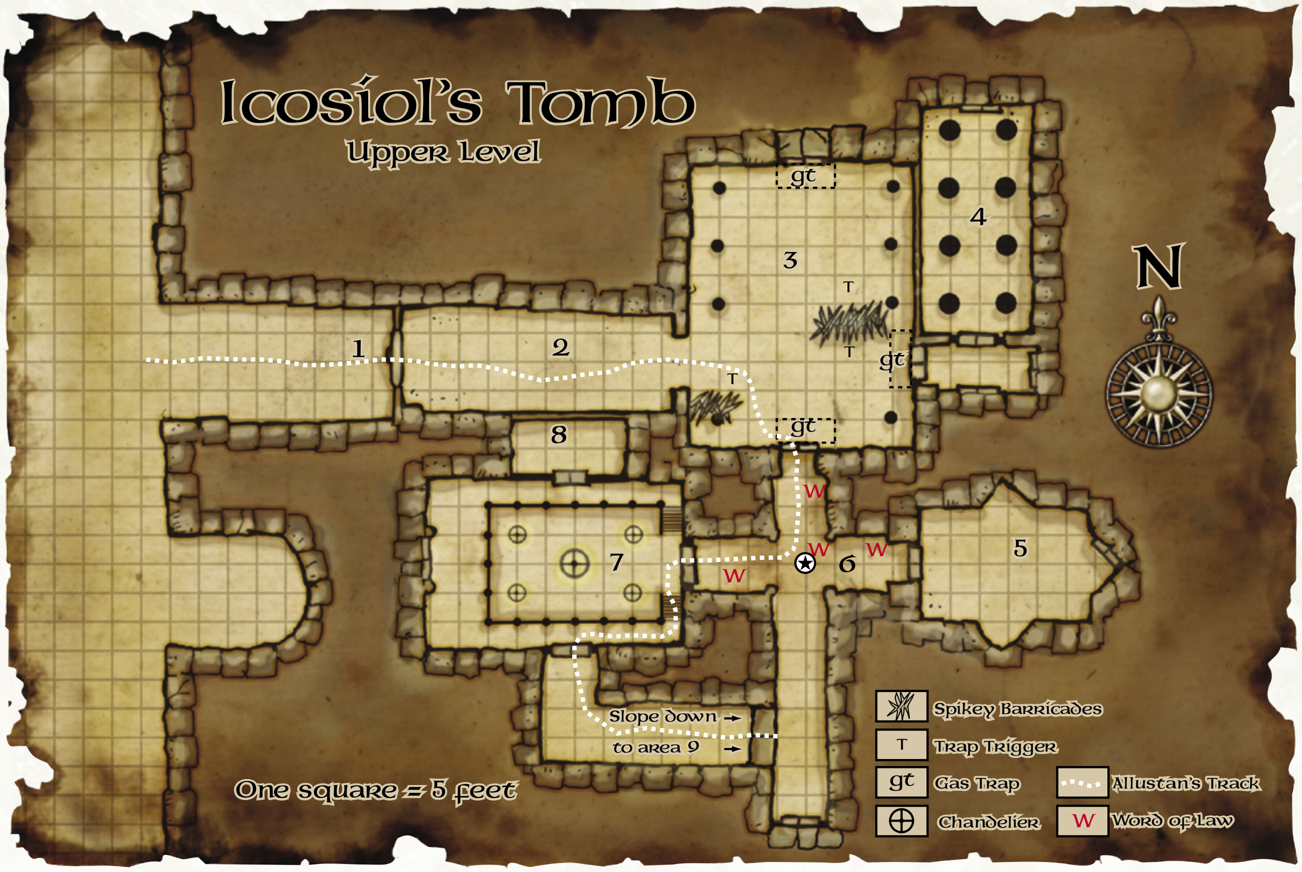
Abilities Str 25, Dex 16, Con —, Int 14, Wis 15, Cha 18
Feats Dodge, Improved Initiative, Lightning Reflexes, Mobility, Multiattack, Spring Attack
Skills Balance +20, Climb +20, Hide +20, Jump +23, Move Silently +20, Tumble +20

Disease (Ex): Fortitude DC 18, incubation period 1 day, 1d6 Constitution. Each time a creature suffers Constitution damage, it must make a DC 18 Fortitude save or 1 point of the damage taken becomes Constitution drain instead.

Development: The abyssal ghoul is mildly insane and can offer few clues if captured. If the party releases the ghoul and then leaves or rests to heal after defeating Ilthane, they may find the ghoul cleaning up after them. (It eats the dragon's corpse from the inside out.) The ghoul spends at least a week scavenging dragon meat before moving on to explore Diamond Lake.

If the portal is destroyed, the PCs will have a bit of trouble reaching Icosiol's Tomb. The portal can be repaired by any character that has Craft Wondrous Item and knows *gate*, *greater teleport*, *plane shift*, *teleport*, or *teleportation circle*—doing so requires an expenditure of 25,000 gp, 2,000 XP, and 50 days of work. Since Allustan is currently trapped in stasis and the Age of Worms campaign is not on a countdown, there's really no repercussions (apart from the expenditure of resources) on the PCs if they choose this route. Of course, the PCs have no way of knowing this, and likely balk at the prospect of taking 50 days and thousands of gp and XP to repair the portal.

Fortunately, there is an alternative. A character who studies the ruined portal



with a *detect magic* (or a similar spell) and makes a DC 20 Knowledge (arcana), Spellcraft, or bardic knowledge check notices that, while the portal itself is destroyed, the portal at the far side still operates, and its magic is still linked to the ruined portal. As a result, a character that touches the ruined portal and casts a *plane shift*, *teleport*, or *greater teleport* spell can transport himself (along with however many other characters the spell allows) to the far portal, as if the current portal were still functional.

Characters who step through the portal are transported to area **2**. Although shown on the map as if the two points are physically connected (and to the PCs' perception, this is how it should seem), Icosiol's Tomb is in fact deep under the ancient Fields of Pesh, in a region about 500 miles northeast of Diamond Lake. If the PCs somehow manage to travel up from the tomb through 1,000 feet of bedrock, they emerge in a barren stretch of plains. To the north, a single volcano looms, a plume of steam drifting from its peak. A DC 20 Knowledge (geography) check correctly identifies this volcano as the legendary White Plume Mountain. There is no physical entrance to Icosiol's Tomb from this region, and if the PCs decide to explore the area, you'll need to develop additional adventures as you see fit.

2. The Howling Gallery (EL 11)

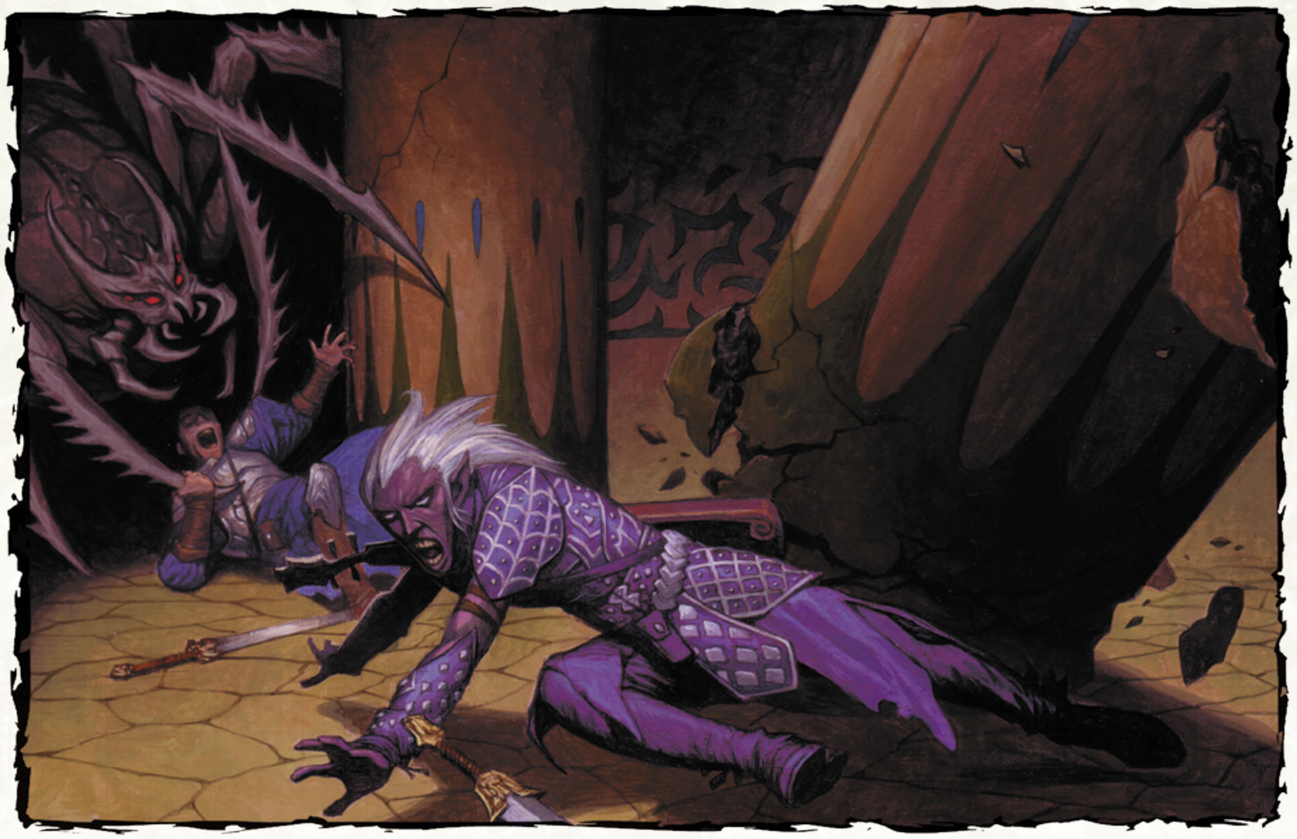
> This sharply sloped hallway is filled with rushing, screaming wind and smoke. Small hollow projections in the hallway seem to be making the noise, but it's obvious that air inside is being pushed out at an unusual rate. The noise makes hearing and speaking difficult.

This tunnel was meant to purify visitors with blasts of elemental air. The screaming winds in the first tunnel are created by the tunnel architecture itself as air moves over the projections. The tunnel magnifies the sounds, making communication almost impossible (DC 25 Listen check to hear and understand someone) and forcing a DC 25 Concentration check to cast spells with verbal components.

The small noisemaking projections in the hall can be broken off relatively easily with blunt weapons (hp 5, hardness 3). If all twelve stone noisemakers are broken, the noise stops. For each once broken, reduce the DCs listed above by one.

Creatures: This tunnel is delightful terrain for six belkers, ancient protectors of the tomb who enjoy the fresh outside air that filters into this chamber. The belkers are in smoke form to begin with and use that form to quickly appear all around the party. They attack any non-elemental creatures entering the hall. The wind itself, while loud, isn't particularly strong. It does reduce the fly speed of a belker in smoke form by 20 feet, however.

Belkers (6): hp 38 each; *Monster Manual* 27.



3. The Hall of Poison Winds (EL 11)

This tall, temple-like chamber has a forty-foot-high ceiling. Carved stone pillars reach up to the ceiling in elegant lines, but strange clusters of spikes stick up from the floor in two distinct areas, like barricades.

Near the doors to the north, south, and east stand carved stone images of tall, elongated humanoid forms. A series of small openings, each about one inch in diameter, festoon the wall between these forms. Beneath these openings are small basins, each about the size of an apple. Strange undulations make the doors and nearby walls seem more like a curtain than a level surface. Twisting runes wind over the walls. The floor has channels carved in it, as if to transport water, but nothing flows there now.

The wall runes are written in an ancient language called Vaati, considered by many to be the original written form of Auran. A DC 25 Decipher Script check made by someone who speaks Auran allows translation of these runes, as does *comprehend langauges*. The runes mention "glorious Icosiol," an "Incomparable Army," and similar terms of praise as part of a general description of the Battle of Pesh. Speaking Icosiol's name aloud in this room deactivates both traps for one hour.

The doors to the north are false doors, two of many in the tomb placed to confound and confuse tomb robbers.

Trap: Two traps, one wind-based and one using poisonous, magical gas, guard this chamber.

The first trap is linked to the blade barricades. Anyone stepping on a square marked with a "T" triggers the trap, causing a powerful blast of wind to strike that character and hurl him onto the spikes. There were once many more pressure plates to activate this trap, but time has ruined most of them.

The second trap is linked to the tiny holes in the walls and the small basins along the floor. The basins radiate faint transmutation magic, and when triggered by someone standing on a square marked "GT," they generate a plume of white vapor that looks like fog. When this vapor is created, it runs up along and melds with the bas-reliefs on the wall, generating a fluid image that shows Icosiol at the battle of Pesh, fighting twisted creatures of chaos. The last image is rendered in some detail, and depicts Icosiol forming an alliance with a powerful marut inevitable. At the end of the display, the gas fountains show Icosiol holding a large square seal in one hand and a long rod or staff in the other, as if to display them to the viewer. The vapor that animates these images is poisonous, affecting any creature within 10 feet of the room's walls.

Windpsike Trap: CR 5; magic device; location trigger; automatic reset; blast of hurricane-force wind (DC 20 Fort, Huge or larger creatures unaffected, Large creatures knocked prone, smaller creatures thrown onto spikes for 4d6 points of piercing damage); Search DC 32; Disable Device DC 32.

Poison Gas Trap: CR 10; magic device; location trigger; automatic reset; gas; never miss; onset delay 1 round; poison (DC 18 Fortitude save resists, 1d4 Dex/2d6 Dex); Search DC 32; Disable Device DC 32.

4. Collapsing Pillar Hall (EL 8)

This long hall contains a twin set of pillars, leading to a large set of doors at the far end. These are columns made of large marble blocks shaped like drums; not all have aged quite the same, so their colors vary from gray to white to tan.

Trap: This hall is little more than a dead end and a trap against chaotic intruders. The doors at the far end are false and open onto a blank stone wall marked with the arrow symbol of Law. If a chaotically aligned creature steps within five feet of a pillar, it immediately topples down onto that character. Opening the false doors at the north end of the hall cause all of the pillars to collapse, potentially affecting everyone in the room.

Falling Pillar Trap: CR 8; magic device; proximity trigger (*detect chaos*); repair reset; multiple targets (all within 5 feet of pillar); 8d6 crushing damage; DC 22 Reflex half; Search DC 32; Disable Device DC 32.

Development: The shadow spider Flycatcher (see area **9**) may also attack here, grabbing a PC and immediately retreating.

5. The Earl of Coalchester (EL 13)

A rush of superheated air flows from this room like the heat from a forge. Glowing hot coals cover the room's floor. A pair of copper double doors stand at the far end of the room. A small chest of black stone sits in the far corner of the room.

The temperature here is extreme; creatures inside take 1d6 fire damage per minute. In addition, creatures must make a Fortitude save every 5 minutes (DC 15, +1 per previous check) or take 1d4 points of nonlethal damage. Creatures wearing heavy clothing or armor take a –4 penalty on their saves. Those wearing metal armor or touching metal are affected as if by *heat metal*.

Creatures: A noble salamander and his fire elemental servant have been bound here by ancient elemental vows to serve the Wind Dukes as tomb guardians. The current guardian is Antyress Redpike of Coalchester, and he is bored by his duty and by the lack of visitors. He remains in this room unless he hears the sound of combat or traps being triggered nearby, in which case he begrudgingly slithers out to investigate.

Antyress and his elemental bodyguard Smoughed do not immediately attack intruders. The salamander is very chatty, even while he fighting. His ego and narcissism are forces to be reckoned with—the only subject that he enjoys more than himself is complaining about the miserable duties he is forced to perform here. It's possible that the PCs can talk him out of attacking them. His initial attitude is unfriendly, and if made friendly he agrees to turn a blind eye toward the party. He can be bribed with gems or jewelry—each 500 gp in value offered increases the Diplomacy check result to adjust his attitude by 1. If made helpful, Antyress also warns the party about the Keeper (area **10**), the xorn at the gate (area **11**).

The one thing Antyress won't mention to the PCs is the shadow spider Flycatcher. Not long ago, Flycatcher told Antyress of the existence of the true tomb of Icosiol, and the salamander dreams of escaping the oaths that hold him and plundering the treasures said to be hidden there. He has tried and failed several times to reach the tomb on his own, and hopes some day to earn Flycatcher's trust so the two can work together to realize this goal.

Antyress Redpike, Earl of Coalchester (noble salamander): hp 112; AL LE; *Monster Manual* 219.

Smoughed, Huge Fire Elemental: hp 136; *Monster Manual* 99.

Tactics: If attacked, Antyress prefers to avoid direct melee by hiding behind his elemental. If he suffers more than 30 points of damage, Antyress summons a second Huge fire elemental to defend him. He claims to not want to fight at all, but pretends he is "compelled by conjuration," cheerfully spouting things like, "So sorry to stab you in the vitals like that, old chap. I'm compelled by conjuration. Can't be helped." These are lies, of course, but Antyress is a pretty good liar.

If his elementals are defeated, Antyress flees to hide elsewhere in the tomb and bide his time for revenge. He may seek out Flycatcher to recruit the shadow spider's aid.

Treasure: Antyress wears a platinum circlet worth 1,000 gp on his brow, a symbol of his office as Earl of Coalchester. Likewise, his *+3 longspear* is emblazoned with his personal runes and sigils. He keeps his other treasures in the chest. The chest is locked (DC 30 Open Lock) but Antyress carries the key. The chest itself is made of a black stone (basalt) bound together with red gold, copper, and rusted iron, and weighs 300 pounds all by itself, 450 pounds with all its contents. It contains 2,300 gp, a knitted copper drawpurse containing 300 pp and 2 large honey-golden topazes (both worth 600 gp), and a narrow brass scroll case containing a *wand of invisibility* (9 charges). The chest also contains four thick crystal decanters of an efreeti brandy called scarlet ambrosia (worth 200 gp each), all four cushioned in a small portable bar of hammered brass.

6. The Sword of Law (EL 9)

This intersection is lit by six flickering orange and yellow lanterns that float around a central statue of grey stone. The statue shows an androgynous Wind Duke wearing robes that seem to be stirred by a breeze. The figure may be a symbol of justice or war, for it holds a glittering sword outstretched in one hand and carries a balance in the other. The statue is eight feet tall and stands on a four-foot-tall pedastal.

Trap: This passage and intersection is trapped by the word of law. Three traps exist in the passageway itself, while the statue itself is a trap. The noise of their firing alerts the salamander in area **5** to the party's presence. These traps trigger as soon as a non-lawful creature enters a square marked with a W, or as soon as any creature touches or manipulates the statue or its sword.

The Word of Law: CR 8; magic device; proximity trigger; automatic reset; spell effect (*dictum*, 13th-level cleric); Search DC 32; Disable Device 32.

Treasure: The excellently crafted statue is worth more than 2,000 gp, but it's made of solid granite and weighs just over 3 tons. The statue's sword is a mithral greatsword, and can be removed from the statue with relative ease.

The levitating lanterns are enchanted with *continual flame*. These lanterns are removable, though they continue to float and may drift away unless tethered or shepherded by hand.

Development: If the PCs didn't encounter Flycatcher in area **4** yet, they may meet the shadow spider here. He knows that the patch of slick silk next to one of the word of law traps gives him a good chance to capture a PC, and the other word of law traps should cover his retreat.

7. The Silent Gallery (EL 12)

This two-tiered hall shines with purple light from four large chandeliers. A large black sphere hangs between them. The chandeliers seem to be sculpted with small humanoid figures in silvery metal. A second-floor gallery with arches and spiral-striped pillars runs the length of the hallway to a second set of large double doors. The black tile floor absorbs the light from the chandeliers, and even sound in this chamber seems muted and dull.

The strange sound-muffling quality of this room causes a –10 penalty on all Listen checks made in this chamber. The chandeliers are magic, lighting whenever anyone moves within 60 feet of them. The black sphere hanging from the ceiling is in fact the personal symbol of an ancient elemental lord. A DC 30 Knowledge (the planes) check identifies this symbol as that of Bwimb, a great and cruel general of the Para-elemental Plane of Ooze who allied with the Queen of Chaos long ago in the war against the Wind Dukes. This sphere radiates moderate conjuration magic, but its only purpose is to periodically provide nourishment for the creature that guards the chamber.

A close examination of the chandeliers reveals that each tier of lights are tiny humanoid wind warriors fighting against the armies of Chaos in the Battle of Pesh. The chandeliers are shaped similar to wagon wheels with unusual spokes; each spoke consists of a long shaft terminating in a black metal hoop. These spokes are identical to the shape of the inactive *talisman of the sphere* that the party may have found in area **25** of the Whispering Cairn. Tiny statuettes on one chandelier show a dog-headed demon surrendering its weapons to General Icosiol. Another shows a horned demon covered with many eyes kneeling before Icosiol (this is the oculus demon imprisoned in area **24**). On outer spokes, similar surrenders of abyssal ghouls, vrocks, beholders, and chaotic froglike humanoids to the Wind Duke armies is depicted. Some of the wind warriors depicted in these tiny glowing statuettes hold items similar to the *talisman of the sphere*, and use these to ward off black globes in a battle scene.

The frescos and wall decorations show a lumbering inevitable reaching for a square stone covered with runes on a platter carried by small glowing creatures. Three runes seem to be spilling from the creature's mouth. These runes are written in Vaati (see area **3** above for deciphering rules), and give the command words necessary to allow someone to handle and transport the *Seal of Law* safely. See the appendix for more information about the *Seal of Law*.

Creature: The guardian of this chamber is an elder spawn from the brood pits of Bwimb, a great menace of elemental ooze who fought against Aaqa in the great war against the Queen of Chaos. Although mindless, it remains a lord among oozes. This elder black pudding hides in plain sight in a depression in the floor just below the four chandeliers, its dull black surface almost indistinguishable from the surrounding tiles. A DC 30 Spot check sees through the clever camouflage.

The elder black pudding remains calm as long as no one tries to walk on it or attempts to damage or steal any of the room's contents. A creature that steps on it is subjected to an automatic trip attempt by the elder black pudding. Once it attacks, the ooze pursues its prey relentlessly, returning to this chamber only if no living creatures are within 60 feet. It is magically bound to the tomb complex, and cannot leave it under any circumstances.

Elder Black Pudding: hp 290; *Monster Manual* 201.

Treasure: Each of the chandeliers is worth 800 gp and weighs 100 pounds.

8. The Courtesan's Tomb (EL 12)

This small but well-appointed room has a delicately arched ceiling. The walls are painted with garden scenes featuring two Wind Duke lovers, and the center of the room contains a large urn with a dark red glaze and gold decorations. Six small boxes, each carved of some black substance bound with corroded metal, line the back wall. Chairs sit in each corner.

This room contains treasures from Icosiol's life off the battlefield, including the cremated remains of his courtesan Marisella.

Trap: The urn holds Marisella's ashes, and is heavily trapped, firing an *energy drain* spell at anyone who tampers with it.

Urn *Energy Drain* Trap: CR 10; magical device; touch trigger; repair reset; spell effect (*energy drain*, 17th-level wizard, Atk +16 ranged touch, 2d4 negative levels); Search DC 34, Disable Device DC 34.

Treasure: The chests are all locked (Open Lock DC 35), and contain various treasures: a *wand of eagle's splendor* (15 charges), a set of three clay tablets carved with the elemental glyphs of the Wind Dukes (love poems written in Vaati worth 500 gp each), a set of scrolls long since crumbled to dust, a set of silk gowns and robes that turn to dust as they are lifted up (but set with 200 tiny 25 gp pearls and 40 50 gp turquoises), and a wicker basket containing a matching platinum necklace, ring, and earrings worth 8,000 gp for the set (or 1,500 gp each).

9. The Shadow Web (EL 11)

This rectangular room has small columns around the edges that partially hide the carvings along the walls. Pale white light glows from two large wheel-shaped chandeliers, casting overlapping shadows throughout the room. Blue metal double doors stand at the top of a flight of stairs opposite the main entrance, guarded by two warrior figures with raised double swords, as well as a single doorway to the south and double doors to the north, also guarded by warrior statues.

This chamber is the entrance hall to the lower chambers of Icosiol's Tomb. Once guarded by several powerful air elementals that animated the statues in the room, the chamber now serves as the home of an even stranger beast. The stairs, floor, doors, and walls of this chamber are crisscrossed with tiny tangles of shadow—these are the webs of the shadow spider Flycatcher. They are not sticky, but Flycatcher can sense when anything touches or passes over them.

Creatures: The unusually intelligent shadow spider sorcerer that has taken such an interest in Icosiol's Tomb refers to himself by several names, including Blackleg, Walker Across the Threshold, Spitgob, Cornerweaver, Hungry Prince, or (most often) Flycatcher. The party may come to think that several spiders stalk them, but it's really just Flycatcher under his various aliases. Flycatcher discovered the tomb accidentally while *shadow walking* many years ago, and quickly became obsessed with the tomb, returning here often from his home on the Plane of Shadow to bask in the tomb's secrets. In that time, he's come to think of himself as the tomb's guardian, his dementia and madness seizing on the location for reasons unknown even to himself.

Flycatcher doesn't react well to intruders, whom he suspects (with good reason) are here to rob the tomb of its great treasures. He regularly patrols the upper chambers of the tomb, and may run into the PCs in area **4** or **6**. He attempts to catch a PC that looks physically weak and then retreats with his prey to this chamber, where he waits for the rest of the PCs to seek him out. You should have Flycatcher target a henchman, cohort, or perhaps even a familiar or animal companion—if he manages to snatch someone, he'll wrap the victim in spider silk and stash him in a cage on the Plane of Shadow, which could effectively remove a captured PC from the game for an extended period of time.

In any event, if Flycatecher manages to catch someone, he uses that victim as a bargaining chip. He claims that he could be convinced to release the captured character if the party agrees to slay someone he calls the "Marquis of the River."

Flycatcher speaks of Moreto, a true ghoul, one of a race of undead who populate cities in a forgotten reach of the Underdark called the White Kingdom. Flycatcher tells the PCs that Moreto dwells in a cavern deep under these tombs, a cavern accessible via a "river of blood" that flows through the tomb. If the PCs agree to bring Flycatcher Moreto's head, the shadow spider agrees to return their friend.

Flycatcher's initial attitude toward the PCs is unfriendly. If the PCs can make him friendly, he'll agree to ransom a captured character for 20,000 gp (or the equivalent value in magic items), promising to return the item once the PCs kill Moreto. If the PCs make him helpful, he is so impressed that he returns the abducted character as a sign of good will, but still demands the PCs kill the true ghoul.

The shadow spider is evasive about his reasons for wanting Moreto killed. If asked, he claims that Moreto has tormented him for ages and Flycatcher just wants revenge. This is a lie, and since Flycatcher's not that good at Bluff, the PCs will doubtless realize this. Flycatcher's actual reason is more complex. Several days ago, Moreto and his undead minions invaded the tomb. The true ghoul managed to steal a potent artifact from area **10** and escaped back down the Falling River before Flycatcher could stop him. The shadow spider is paranoid now about leaving the tomb ungarded, and dares not pursue Moreto down the cavern below. The shadow spider's been wracking his brain for a way to get the *Seal of Law* out of Moreto's clutches, and views the PCs as his best chance.

While Flycatcher can be bargained with, he is a bizarre conversationalist, speaking in a stream-of-consciousness gibberish. He considers the entire tomb his territory, though his main hunting grounds are elsewhere.

FLYCATCHER **CR 13**

Male shadow spider sorcerer 3
LN Huge magical beast (extraplanar)
Monster Manual II 184
Init +6; **Senses** darkvision 60 ft. low-light vision; Listen +4, Spot +4
Languages Common

AC 20, touch 10, flat-footed 18
hp 175 (16 HD); **DR** 10/magic
SR 23
Fort +17, **Ref** +13, **Will** +9

Spd 50 ft., climb 30 ft.
Melee 4 claws +20 (2d4+8) and bite +18 (2d6+4 plus paralysis)
Space 15 ft.; **Reach** 10 ft.
Base Atk +14; **Grp** +30
Atk Options improved grab (two claws)
Special Atk silk slick
Spells Known (CL 3)
1st (6/day)—comprehend languages, shield, true strike
0 (6/day)—detect magic, ghost sound (DC 12), mage hand, prestidigitation, read magic
Spell-Like Abilities (CL 10)
At will—*shadow walk* (DC 18)

Abilities Str 26, Dex 15, Con 22, Int 8, Wis 10, Cha 14

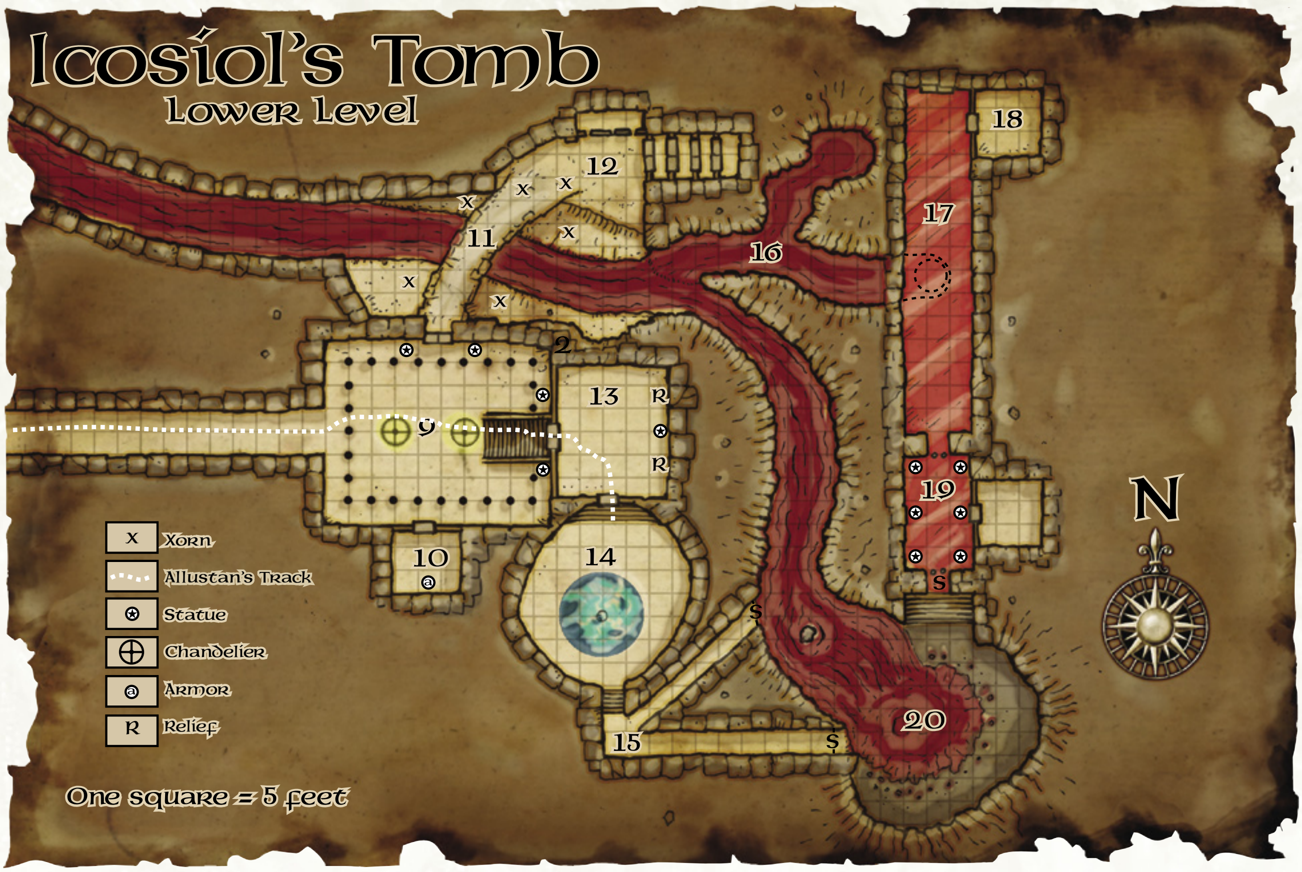
SQ summon familiar (none currently)
Feats Great Fortitude, Improved Initiative, Improved Natural Armor, Iron Will, Lightning Reflexes, Multiattack
Skills Bluff +5, Climb +20, Hide –2 (+18 in shadows), Listen +4, Spot +4
Possessions *bracers of armor +5*

Paralysis (Ex): Anyone bitten by a shadow spider must make a DC 24 Fortitude save or be paralyzed for 4 rounds.

Silk Slick (Su): As a full-round action, a shadow spider can spray a layer of spider silk over any solid surface. It can cover up to 100 square feet with this substance, which dries and evaporates in 13 rounds. The silk slick functions in all other respects like a *grease* spell (caster level 13, Reflex save DC 20).

Tactics: Flycatcher uses hit-and-run tactics in combat, trying to abduct characters and strand them on the Plane of Shadow using his *shadow walk* ability. He abandons the tomb completely if brought below 20 hit points.

Treasure: If the party can reach the Plane of Shadow (perhaps with a *shadow walk* spell of their own), they can easily find Flycatcher's larder on the Plane



of Shadow in approximately the same location as this chamber. In addition to any characters the shadow spider has abducted, the larder is littered with the possessions of previous victims, including 1,800 sp, 4,000 gp, an empty decanter of cut quartz with a carved, star-shaped quartz stopper worth a total of 1,000 gp, a black pearl worth 600 gp, a clearly flawed ruby worth 800 gp, a silver parade helmet with gold inlays worth 1,500 gp, and a necklace of gold set with dozens of small pearls worth 2,000 gp.

10. The Keeper's Chambers (EL 11)

A set of dusty and archaic armor rests in front of a small shrine, apparently long abandoned. The weapon stand before the armor lies empty except for flakes of rust. Behind the armor is a small altar loaded with dusty offerings from years past. A statue of a regal Wind Duke sits in a small nook above the altar, and a door is painted on the wall to the right.

This was the private room of a Wind Duke servitor named Zifforian. A DC 25 Spot check reveals that another item once rested in a recessed spot next to the statue of the Wind Duke hero. This less-dusty niche is where the *Seal of Law* once sat—Moreto snatched it and then promptly fled with it down the Falling River.

Creature: Zifforian was a Wind Duke servitor who watched over the tomb—every decade or two, a new servitor would arrive to relieve the previous tombkeeper. The post was considered an honorable one, if hopelessly dull. That changed when Zifforian was forgotten during the Wind Dukes' decline. When the poor wretch found the portal leading out of the tomb had been sealed and warded with an abyssal ghoul, he accepted his fate stoically. He spent centuries watching over the site, but eventually age drove him to a lingering death.

Zifforian slowly lost his mind over those years, and after his death he rose as a dread wraith. He was gone when the *Seal of Law* was stolen a few weeks ago, and now obsesses about the lost item, muttering constantly about the "theft of the shrine treasures by the foot soldiers." He mindlessly attacks anyone that enters this room, stepping in through the door painted on the wall.

Zifforian, Dread Wraith: hp 104; *Monster Manual* 258.

Treasure: The dusty armor is a suit of *+2 electricity resistance banded mail.*

11. The River of Blood (EL 11)

A river surges through the tomb here, its red water as bright as blood. A stone bridge crosses the river, but the pilings have been undermined by erosion over the centuries, and the bridge arches are barely holding. In several places, the bridge tilts dangerously to the side. On the far side of the river is a fortified gatehouse, dimly visible and secured by an enormous rusted gate. The gate must be fifteen feet tall and just as wide.

Despite appearances, the river that flows through the tomb here is not made of blood. The unusual color of the water is a result of a large deposit of minerals upriver from this location. Nonetheless, the Wind Dukes appreciated the morbidity of the river as a fitting testament to the blood that was shed during the great war between Law and Chaos.

Crossing the bridge on foot is dangerous; the sloping sections are treacherous, and the footing is bad throughout. It requires a DC 15 Balance check to cross the bridge; failure by 5 or more indicates a character has fallen into the river below. The bridge collapses entirely (dealing 3d6 damage to anyone on it when it falls) if more than 500 pounds of weight are placed on it at any one time. It's a 30-foot-fall to the frothing red waters below.

The riverbanks are steep, slippery cliffs that can be scaled with a DC 20 Climb check. The river itself is only 10 feet deep at its deepest point, and flows rather swiftly. A DC 15 Swim check is required to navigate the river, and the current washes anyone in it downriver at a speed of 20 feet toward area **20**. Of course, characters in the river quickly attract the attention of its guardians (see area **16**).

Creatures: This chamber has become the lair of a group of six xorns who have been following the river's path for the past few weeks, foraging on the delicious ore deposits that run along its length and give it its ruddy coloration. The xorns are protective of their territory, and especially hate gnomes (due to a recent ambush by svirfneblin in the Underdark). They attack gnomish PCs in preference to others during this encounter.

The xorns hide in the stone in the locations indicated on the map; when anyone comes within 5 feet of a xorn, it rears up out of the ground and attacks, with any other xorns in the room joining the fray soon thereafter.

Xorns (6): hp 48 each; *Monster Manual* 261.

12. The Tomb Gatehouse

The entrance to this gatehouse is made of flaking, rusting iron, with hinges on the other side and a series of glyphs and protective amulets inset in the iron. Some of the amulets look almost like feathers, while others seem more like mill wheels or maybe latches or levers. The thick rust makes it difficult to say what the engravings are really meant to be. Some seem to be smudged with black dirt or ashes.

This false gatehouse has a set of iron doors overlaid with elaborate warding magic, multiple castings of *Nystul's magic aura*, carved and inlaid glyphs, semiprecious seals, and a scattering of dials, knobs, and levers—most of which serve no purpose but to encourage tomb robbers to waste time and resources. The small walkway and arrow slits are part of the façade.

With a DC 25 Disable Device check made on the gate, something clicks into place within the door, and a new device, dial, or lever slides into view. The main iron gate stays closed unless someone makes a DC 35 Disable Device check, at which point it opens to reveal a less battered but equally complicated door behind it.

These doors can become a huge timewaster for tinkering parties. A DC 30 Search of the mechanisms themselves rather than the door reveals that some of the levers are not even connected to anything that opens this door.

Iron Gatehouse Doors: 2 in. thick; Hardness 10; hp 60; Break DC 28.

13. The Wind Duke's Antechamber (EL 11)

A small statue of an armored Wind Duke, his left hand resting on a sword, his right held up to shield his eyes, stands at the far wall of this room as part of a small shrine. The statue seems to be made of gold, with sparkling blue gems for eyes; a beam of bright light shines onto the statue from above. The walls are carved with bas-reliefs of Wind Duke servants bowing and soldiers saluting. An elaborate carpet covers the floor, but it is badly worn and the colors have faded—only small patches of the complete pattern remain.

This formal shrine was meant for Wind Duke officials and visitors to bring offerings and prayers for Icosiol. Its main feature is a four-foot-tall statue of the Wind Duke Icosiol made of ceramic and nickel-plated iron and covered with a thin layer of gold.

Creatures: The bas-reliefs to either side of the shrine show Icosiol triumphant over the Wind Dukes' enemies—basic propaganda, but well-done nevertheless. The reliefs also show many Wind Duke soldiers attending Icosiol. Two of these soldiers are in fact unusual constructs called relief golems, stationed here to guard the room. If the PCs damage anything in the room or try to steal any of the gemstones, the two relief golems clamber out of the wall and attack. They pursue creatures from this room only if that creature carries any treasure stolen from here.

RELIEF GOLEM (2) CR 9
N Large construct
DRAGON #334 42
Init +0; **Senses** darkvision 60 ft.; Listen +1, Spot +1

AC 23, touch 9, flat-footed 23
hp 129 (18 HD); **DR** 10/piercing or bludgeoning
Immune magic, construct traits
Fort +6, **Ref** +8, **Will** +7

Spd 20 ft.
Melee 2 slams +18 (2d8+6/19–20)
Space 10 ft.; **Reach** 10 ft.
Base Atk +13; **Grp** +23
Atk Options Cleave, Great Cleave, Improved Sunder, Power Attack

Abilities Str 23, Dex 10, Con —, Int 8, Wis 12, Cha 1
SQ *meld into stone*, *phase door*
Feats Cleave, Great Cleave, Improved Critical (slam), Improved Natural Attack (slam), Improved Sunder, Lightning Reflexes, Power Attack
Skills Hide +6 (+26 when merged into a wall), Move Silently +11

Immunity to Magic (Ex): A relief golem is immune to any spell or spell-like ability that allows spell resistance, with a few exceptions. A *stone to flesh* spell prevents it from using its *meld with stone* and *phase door* abilities and negates its damage reduction for 1 hour (no save). A *soften earth and stone* slows the golem for 2d4 rounds (no save). *Transmute mud to rock* heals it of all lost hit points.

***Meld into Stone* (Sp)**: A relief golem can enter a stone surface at will as a standard action as per the spell *meld into stone*. While inside a wall, any carvings or paintings on the wall shift and alter to accommodate the image of the relief golem that appears where it has merged. A relief golem can see and hear out of the stone surface; this effect lasts until the relief golem decides to exit the stone. This effect operates at caster level 18. Casting *stone shape* on a wall containing a relief golem forces it to leave immediately.

***Phase Door* (Sp)**: A relief golem can walk through wood, plaster, and stone walls at will as per the spell *phase door* as a standard action. Such portals can only be used once and the relief golem cannot take other creatures through. The caster level for this effect is 18.

Treasure: The statue's eyes are pale blue topazes worth 1,000 gp each. The statue itself is worth more than 9,500 gp as a work of ancient art, but it weighs 2,500 pounds and would require strong bearers to carry it out. If the gold is stripped, it's worth 800 gp as raw materials.

14. The Tempest Globe (EL 10)

> This room is full of flickering bluish light and a breeze that smells like thunderstorms. The floor slopes down toward the center from all directions, like a funnel. At the bottom crackles a sparkling globe of lightning. A metallic spike protruding down from a stone block in the ceiling touches the very tip of the globe's upper curve. Inside the globe floats a human figure, a man with a long dark beard wearing torn and stained red robes.

The figure in the sphere of electricity is Allustan, as anyone who knows the wizard can immediately identify. He has fallen victim to this room's dangerous trap, and until rescued, remains in stasis inside the tempest globe.

Trap: Any creature entering the room is struck by a bolt of lightning from the metal spike protruding from the ceiling. The spike can generate one bolt per person, inflicting 8d6 points of electricity damage (or half on a DC 20 Reflex save).

The tempest globe serves a second function as well—it is a prison. As long as the globe in the middle of the room is empty, any creature that takes damage from the spike's electrical bolt must make a second DC 20 Reflex save or be instantaneously transported inside the globe of electricity and placed in *temporal stasis*. Prisoners of the tempest globe remain trapped eternally unless rescued, but as long as a prisoner is in the globe it cannot capture additional victims.

The Wind Dukes used tempest globe traps to capture creatures for study, or as prisons for dangerous enemies. It's possible to deactivate the tempest globe with a DC 35 Disable Device check, but remember that the spike continues to launch electrical bolts at anyone in the room. Alternately, the device's magic can be suppressed for 1d4 rounds with a successful *dispel magic* against caster level 17. This frees Allustan, but if he remains in the room once the trap's magic returns he may simply be captured again. Finally, destroying the metal spike above the globe renders the tempest globe inactive. The spike does not generate bolts of lightning at creatures that target it with magic or attacks from beyond this room.

Tempest Globe: CR 10; magic device; location trigger; automatic reset; no attack roll required (8d6 electrical, DC 20 Reflex half plus possible *temporal stasis*); Search DC 10; Disable Device DC 35.

Iron Spike: Hardness 10; hp 180; Break DC 36.

Development: Allustan has been trapped in the tempest globe and held in stasis for several days. He does not age, grow hungry or thirsty, or even dream while inside the globe. Nor can he escape on his own.

If the PCs manage to rescue him, Allustan collapses to the ground unconscious. The bolt of electricity that struck him and trapped him reduced him to –3 hit points, but the stasis effect kept him from bleeding to death. Once the globe is removed, he immediately begins to bleed again. If the PCs used a *dispel magic* to suppress the globe and they don't drag the unconscious wizard out of the room before it reactivates, he'll probably die.

Once the PCs return Allustan to consciousness, he is momentarily confused but recovers quickly. The PCs likely have quite a lot of questions for him at this point, but his first order of business is to find out if Ilthane has been defeated. If the PCs are on good terms with Allustan, he agrees to answer some of their questions as soon as he feels safe enough to do so. His answers to probable questions are listed below.

Where have you been? "I've been investigating the Whispering Cairn. Several days ago, I uncovered a new portal—Since you're here, I assume you've seen it. Beyond, I found this tomb. I've been exploring it ever since."

What happened to you? "I was jumped by a dragon. It nearly had me, but I managed to escape back into this tomb. I was looking for some sort of magic or tool to help defeat the dragon, entered that damnable room, and that was that."

What is this place? "I believe it is one of the great tombs of the Wind Dukes. It would appear that it is none other than Icosiol's tomb, in fact."

Who was Icosiol? "He was one of the greatest generals of the Wind Duke army—one of the seven so-called Wandering Dukes, champions of Law who forged a powerful artifact called the *Rod of Law*, and used it to end the war against the Queen of Chaos. That defeat shattered the rod, transforming it into what is known today as the *Rod of Seven Parts*."

Why are you exploring this tomb? "Isn't that obvious? This place is important. A powerful general is entombed here, and a lot of powerful magic is entombed with him. The Wind Dukes had a habit of burying their weapons with their dead in the months after the their victory over Chaos. Not to honor the dead as much as to store these weapons in a safe place, so that should Chaos rise again, the weapons would be available to them. I believe that something powerful indeed is hidden somewhere in this tomb, and

I believe it can help us in the dark times that face us today. Plus… how could I resist exploring a place like this?"

Allustan becomes distraught if the PCs tell him his home has been ruined, but he regains his composure quickly enough, stoically reminding himself that at least he's still alive and he had the foresight to bring a traveling spellbook with him. He handles news of Eligos's murder stoically as well, observing that they have all stumbled into something bigger than all of them. If given Eligos's note, he agrees that it might be time to go speak with his one-time master, the infamous archmage of Magepoint—Manzorian.

But first, Allustan asks the PCs to continue exploring Icosiol's Tomb, encouraging them to seek out any weapons or magic that the Wind Dukes may have hidden herein—such resources will certainly come in handy in the future! As for Allustan, feel free to use him in any way you wish. If you think the PCs could use a little extra help, he could accompany them on their further explorations of the tomb. If the PCs have done well so far, Allustan may wish to return to Diamond Lake to see about rebuilding his home. One thing should be clear, though—the PCs have now grown more powerful than their old friend. He may once have been a mentor and a guardian, but here in Icosiol's Tomb he may actually become a liability.

ALLUSTAN **CR 8**
Male human wizard 8
N Medium humanoid
Init +6; **Senses** Spot +6, Listen +6
Languages Common, Elven, Dwarven

AC 17, touch 13, flat-footed 15; Dodge
hp 29 (8 HD)
Fort +5, **Ref** +6, **Will** +10

Spd 30 ft.
Melee mwk dagger +4 melee (1d4–1/19–20)
Ranged mwk dagger +7 ranged (1d4–1/19–20)
Base Atk +4; **Grp** +3
Combat Gear *wand of magic missiles* (CL 5th, 8 charges)
Spells Prepared (CL 8th, +6 ranged touch):
4th—*dimension door*, empowered *scorching ray*, *stoneskin*
3rd—*deep slumber* (DC 18), *dispel magic*, *fireball* (DC 18), *fly*
2nd—*resist energy*, *scorching ray*, *see invisibility*, *web* (DC 17)
1st—*charm person* (DC 16), *identify*, *magic missile*, *magic weapon*, *shield*
0—*detect magic*, *mage hand*, *mending*, *read magic*
Spellbook: Allustan carries a traveling spellbook with all his currently prepared spells.

Abilities Str 8, Dex 14, Con 12, Int 18 (20), Wis 14, Cha 10
SQ familiar (none currently)
Feats Brew Potion, Combat Casting, Dodge, Empower Spell, Improved Initiative, Scribe Scroll
Skills Concentration +12, Knowledge (arcana) +16, Knowledge (history) +13, Knowledge (local) +11, Knowledge (planes) +13, Listen +6, Spellcraft +18, Spot +6
Possessions combat gear, masterwork dagger, *amulet of natural armor +1*, *bracers of armor +3*, *ring of protection +1*, *headband of intellect +2*, *cloak of resistance +2*, *pearl of power* (1st), 2 doses of diamond dust worth 250 gp each, 225 gp.

Ad Hoc Experience Award: Give the PCs experience as if they had defeated a CR 12 creature if they rescue Allustan.

15. Flooding Tunnel Trap (EL 10)

The stairs leading down from the northern chamber end at a pit. This room's floor lies forty feet below the bottom step, and sparkles with an intricate pattern of scarlet tiles that create a swirling mosaic. A set of metal rungs protrudes from the wall just below the stairs. Two hallways extend out of the room at ground level below—one to the east and one to the northeast.

Trap: This area contains a dangerous trap. The floor of the small chamber directly south of area **14** is a large pressure plate that triggers once at least 50 pounds of pressure are put on it. After a delay of 2 rounds, an iron panel slides out of the wall at the base of the stairs, sealing this room off from area **14** to the north and cutting any ropes hanging down into this room. Characters within 5 feet can leap to the other side of the door with a DC 15 Reflex save.

Once the passageway to area **14** seals, the secret doors to the northeast and east open. Unfortunately for the occupants of this room, the northeast door opens into the river bed. A wall of red water surges down the tunnel, into this chamber, and then sluices down the second tunnel toward area **20**.

Once the secret doors open, the PCs have a single round to react. At the end of this round, the waters of the river cascade into this room, filling the chamber to a depth of 10 feet and washing anything inside out to area **20**. The waters carry loose objects and PCs along at a speed of 20 feet toward area **20**. A DC 20 Swim check is required to navigate these turbulent waters, and those who try to swim "upriver" must spend 20 feet of movement for that round just to overcome the current. A creature next to a protrusion (such as a ladder rung, a wall corner, or a spike driven into the ground) can cling to that protrusion with a DC 15 Strength check; failure indicates the character is washed away.

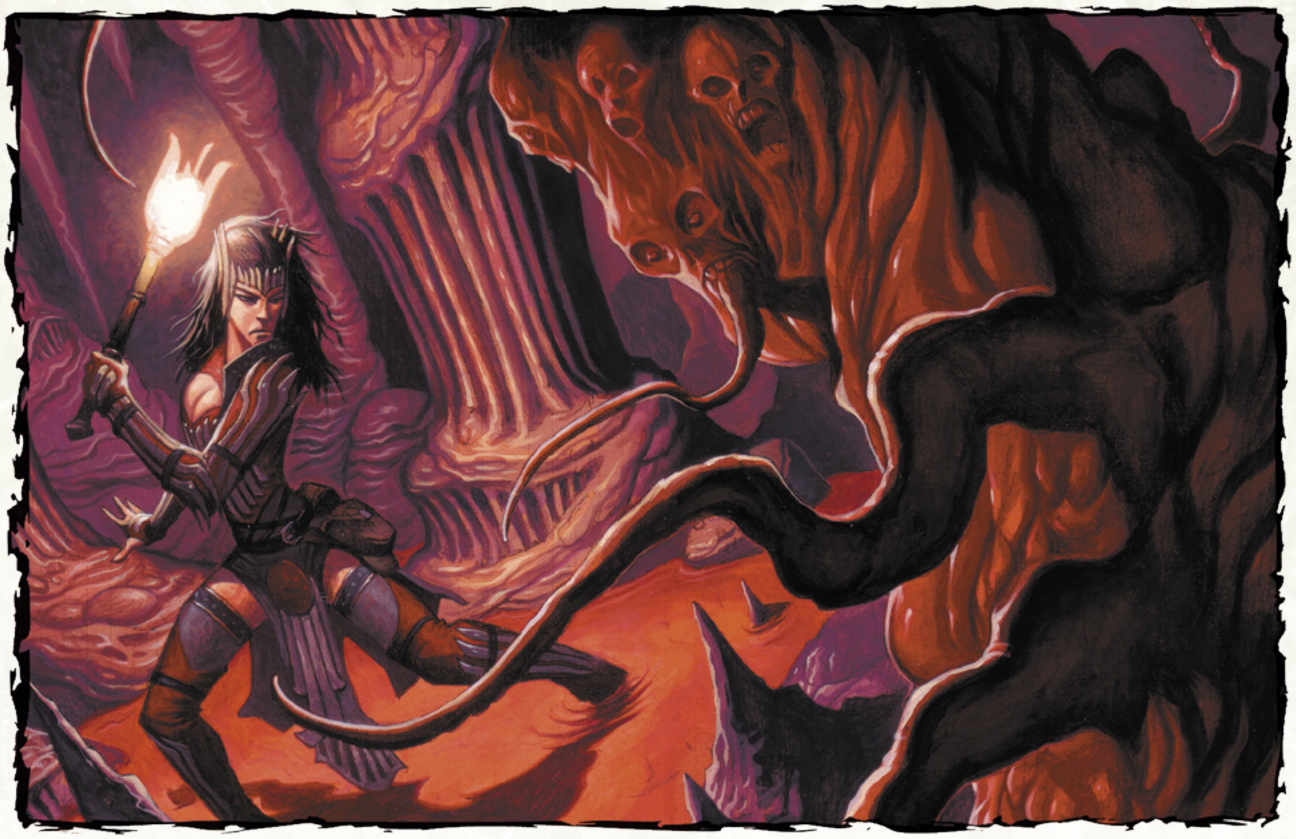
Anyone washed into area **20** faces a long fall—see the description of that area for details.

Flooding Tunnel Trap: CR 10; mechanical; location trigger; repair reset; multiple targets (all creatures in the tunnel); floodwaters (see above for mechanics); Search DC 30; Disable Device DC 30.

16. Under the River (EL 11)

This river's current flows at a speed of 20 feet. It's a DC 15 Swim check to swim these waters, but each round, the current carries swimmers 20 feet closer to area **20**. The river is 10 feet deep and there's always at least 10 feet of headroom between the river surface and the cavern ceiling above.

The smaller dead-end tributary to the northeast of the main river is sheltered from the current. Here, the water is much more shallow, ranging from 5 feet deep in the southern arm to only a foot deep in the northern spur. The ceiling height here is 15 feet above the water surface. Characters moving in the shallows can do so as if through difficult terrain.



At the furthest reach of the eastern arm of these side tunnels, the temperature drops alarmingly and the languid waters change to red ice. A DC 20 Spot check allows a character to notice that a 7-foot-diameter patch of ice on the ceiling is actually only a few feet thick, and a larger chamber can be seen through the cloudy red ice. With a bit of work, it's possible to hack a hole in this ice to gain access to area **17** above.

To the west, the ceiling soon dips down to the surface, making it difficult to navigate for air-breathing creatures. In any event, the river itself soon narrows down to impassible cracks in the rock, as water leaches into the area through a network of high-mineral strata from aquifers far above.

Ice Sheet: 3 ft. thick; Hardness 8 (fire bypasses); hp 60; Break DC 40.

Creatures: Intrigued by the naturally red waters of this lake, the Wind Dukes decided to place a pair of unusual undead guardians within this area to prevent unwanted intrusions into the tomb via the river. These two guardians remain here still—a pair of blood amniotes. Huge clots of animate blood, these ooze-like undead monstrosities are mindless guardians that react with violence to anything that enters this area. The blood amniotes have amorphous bodies, and can move around these tunnels with ease and without penalty. Driven by an inescapable craving for blood, they slither out of this area if they notice anyone in the river to the south. Although they do not pursue food underwater, they can climb along walls with shocking ease and thus pursue victims anywhere in the tomb.

The blood amniotes often travel downriver to feed in the underdark, and have wiped out entire kuo-toa caravans in the past. Ancient commands from long-dead Wind Dukes ensure the undead return to this area before long, however.

Blood Amniotes (2) **CR 9**

N Huge Undead

Libris Mortis 87

Init +5; **Senses** blindsight 60 ft., darkvision 60 ft.; Listen –5, Spot –5

AC 26, touch 13, flat-footed 21

hp 65 (10 HD); fast healing 5; **DR** 10/—

Immune ooze traits, undead traits

Fort +3, **Ref** +8, **Will** +2

Spd 30 ft., climb 20 ft.

Melee slam +7 (2d6+6 plus blood call)

Space 15 ft.; **Reach** 10 ft.

Base Atk +5; **Grp** +17

Atk Options blood call

Abilities Str 19, Dex 20, Con —, Int —, Wis 1, Cha 1

SQ self spawn

Blood Call (Su) Whenever a blood amniote strikes a living creature, its touch causes the target's body to expel a portion of its own blood through the pores. This blood gathers and flows across the intervening distance between the prey and the blood amniote. This attack deals 1d4 points of Constitution damage to the foe.

Self Spwan (Su) Once a blood amniote drains as many points of Constitution as its full normal hit point roll, it splits into two identical blood amniotes, each with a number of hit points equal to the original blood amniote's full normal total. Both of these blood amniotes are only 8 points away from self spawning.

17. Hall of Ice (EL 11)

This hall is cold. Crusted red ice cakes the floor and walls, and two large humanoid statues of the stuff stand at each end, their frozen scarlet surfaces scribed with smoking white runes.

The floor of this hallway is caked with slippery ice, the result of ancient magic placed by the architects of this tomb to honor the memory of the creature entombed in area **18**. It costs 2 squares of movement to enter any square in this hall, and the DC of Balance and Tumble checks increases by 5. A DC 10 Balance check is rquired to run or charge across the ice.

Creatures: The two rune-covered figures are ice golems, left here to guard the entrance to Sionsiar's tomb (area **18**). One golem stands at either end of the hall, and both animate and close to attack any intruders.

Ice Golems (2) **CR 9**

N Large construct (cold)

Frostburn 137

Init +0; **Senses** darkvision 60 ft., low-light vision; Listen +0, Spot +0

AC 22, touch 9, flat-footed 22

hp 96 (12 HD); **DR** 10/bludgeoning

Immune cold, magic

Fort +4, **Ref** +4, **Will** +4

Weakness vulnerable to fire

Spd 30 ft.; icewalking

Melee 2 slams +15 (2d8+7)

Space 10 ft.; **Reach** 10 ft.

Base Atk +9; **Grp** +20

Atk Options improved grab (slam)

Special Atk ice shards

Abilities Str 25, Dex 10, Con —, Int —, Wis 10, Cha 1

Ice Shards (Su): As a free action once every 1d4+1 rounds, an ice golem can generate a spray of ice shards from its body, dealing 2d6 points of piercing damage and 1d6 points of cold damage to all creatures within 10 feet. Living creatures damaged by this attack must make a DC 16 Fortitude save or be blinded for 1d4 rounds.

Icewalking (Ex): This ability works like *spider climb* but applies to all icy surfaces—an ice golem can move normally on any icy surface.

Immunity to Magic (Ex): An ice golem is immune to any spell or spell-like ability that allows spell resistance. Fire spells and effects affect the golem normally, even if they permit spell resistance. A magical attack that deals cold damage heals an ice golem of 1 point of damage for each 3 points of damage such an attack would otherwise deal. If the amount of healing would cause the golem to exceed its full normal hit points, it gains any excess as temporary hit points.

18. Sionsiar's Tomb

This room has a low ceiling, about eight feet high, and is caked with ice. The air is strangely cold. Where the floor should be is nothing more than a slowly churning pool of almost liquid snow and slush.

One of the greatest resources utilized by the Wind Dukes were elemental weirds—strange beings of elemental energy that have potent gifts of prophecy and prescience. The weirds did not dispense their prophecies for free, and the Wind Dukes often had to bring mighty gifts and offerings to them when they sought advice for the defeat of the Queen of Chaos.

Icosiol formed a close bond with one such oracle, a snow weird named Sionsiar. It was in large part due to her predictions and advice that Icosiol's exploits during the Chaos War were so successful. Alas, the snow weird perished in one of the final battles, when desperate agents of the Queen of Chaos launched an offensive against the weirds in an attempt to cut the Wind Dukes off from their potent advice. Distraught by Sionsiar's death, Icosiol made arrangements to have her interred in his tomb in this chamber.

The snow pool is less than half the size of a standard elemental weird's pool—15 feet across and 10 feet deep. A character who enters the pool immediately takes 1d6 points of cold damage per round and must make a DC 15 Swim check to keep from sinking. This pool is the source of the cold that suffuses this room and area **17**.

Additionally, the snow pool is strongly infused with forces of law. A chaotic creature exposed to the pool's cold must make a DC 15 Will save each round to avoid suffering 1d6 points of Charisma drain as their personality is frozen and muted. A lawful creature exposed to the pool's cold instead gains a +4 enhancement bonus to his Charisma score as the ice purifies his body and mind. This bonus persists for 24 hours before fading. These effects are generated by Sionsiar's spirit, and can be banished forever if *dispel law* is cast on the pool.

19. The Passage of Honor (EL 11)

This hall is watched over by six statues of Wind Duke nobles—three against each wall. The central statue to the east stands before a stone door. The statues all have cupped hands in front of them, and floating on a cushion of air above these hands are intricate carvings of strange buildings and towers. The statue before the door does not hold a carving. The air here is cold, and moves in faint whispers. A passageway to the north opens into a large room lined with red ice, sheets of which extend along the floor of this room.

Each of these statues bears the likeness of one of Icosiol's fellow Wandering Dukes. Their cupped hands cradle miniature statuettes of magnificent Vaati buildings constructed by ancient architects. These figurines rest upon a soft current of air immediately above the statues' cupped hands.

The chamber to the east of this room was originally intended to be a tomb for Icosiol's son, but the collapse of the Wind Duke empire saw to it that his son's body was lost and never placed within.

The floor of this room is caked with ice—see area **17** for details on how this impacts movement.

Creature: Only five of these statues are real. The "statue" that stands in front of the eastern door is in fact a guardian—a kolyarut inevitable. The kolyarut has been bound to this chamber to serve as an eternal guardian. It uses *disguise self* to appear as one of the five statues and stands motionless before the eastern door, waiting for the opportunity to defend the approach to Sionsiar's Tomb.

The kolyarut's first action in combat is to take a move action to trigger a hidden lever (DC 25 Search to locate) that drops an iron portcullis down over the north and south entrances to this chamber, attempting to split the party by trapping some of them in the room. It then moves to attack, opening with *enervation* rays and following up with *vampiric touches*. It is not armed with a magic sword, and switches to its slam attack only if its *vampiric touches* seem ineffective.

Kolyarut Inevitable: hp 91; *Monster Manual* 159.

Treasure: Each of the five statuettes held by the statues is worth 100 gp.

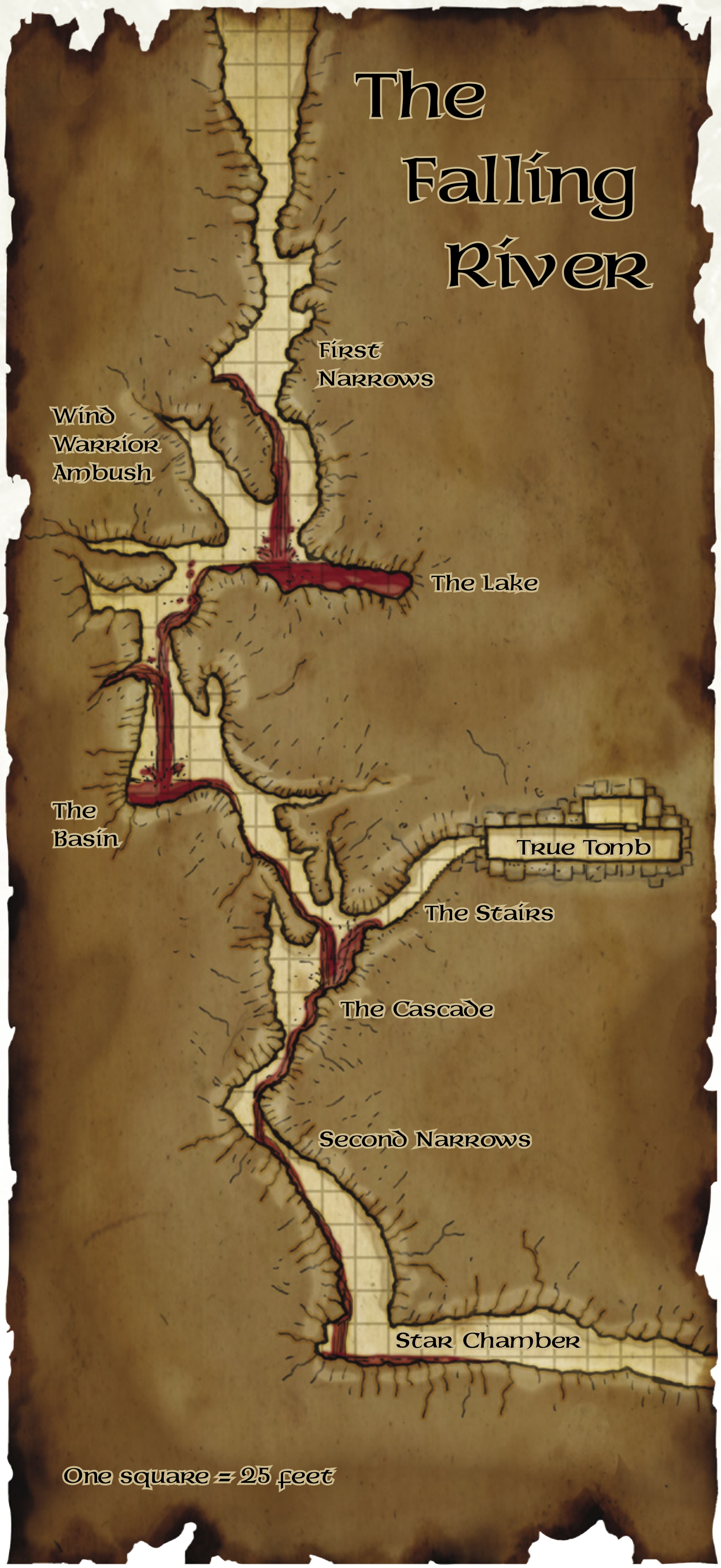
20. The Falling River (EL 13)

> The red river plummets over the edge here, cascading down a thirty-foot-diameter pit with a roar. There's some room to maneuver around and climb the walls on the far side of the waterfall, where many narrow ledges beckon, but the stone is all very slick. The spray and mist make it impossible to tell how long the waterfall descends into the darkness below. Above, the vast cavern arches upward into darkness.

It should be fairly obvious to even casual observation that this cavern is immense in its depth. It's possible to start the climb down along the walls of the cavern, since at first there are plenty of handholds and footholds. The ledges are horribly slick, though. Navigating these ledges and climbing down requires a DC 15 Climb check.

This deep tunnel of cave stone descends for hundreds of feet, and not entirely in a straight line. Characters who cannot fly should find navigating this cavern extremely perilous. The cave walls leading upward from this area are drier, but also have no ledges to speak of—climbing up is a DC 25 Climb check. Ultimately, the cavern leads up for about 500 feet before ending in a vaulted ceiling with no other exits.

The Falling River is the path to Icosiol's true tomb, the entrance of which is



hidden about 400 feet down. The cavern itself bottoms out at 750 feet in area **21**. Consult the map of the Falling River to track the PCs progress down this vertical cavern, or to determine how much falling damage a character takes if he slips and falls. A few key points along the cavern deserve special mention.

First Narrows. The cavern narrows to a diameter of 20 feet only 60 feet down from area **20**, which means the spray of water is more dangerous, making climbing difficult for 25 feet—it's a DC 20 Climb check to navigate this stretch.

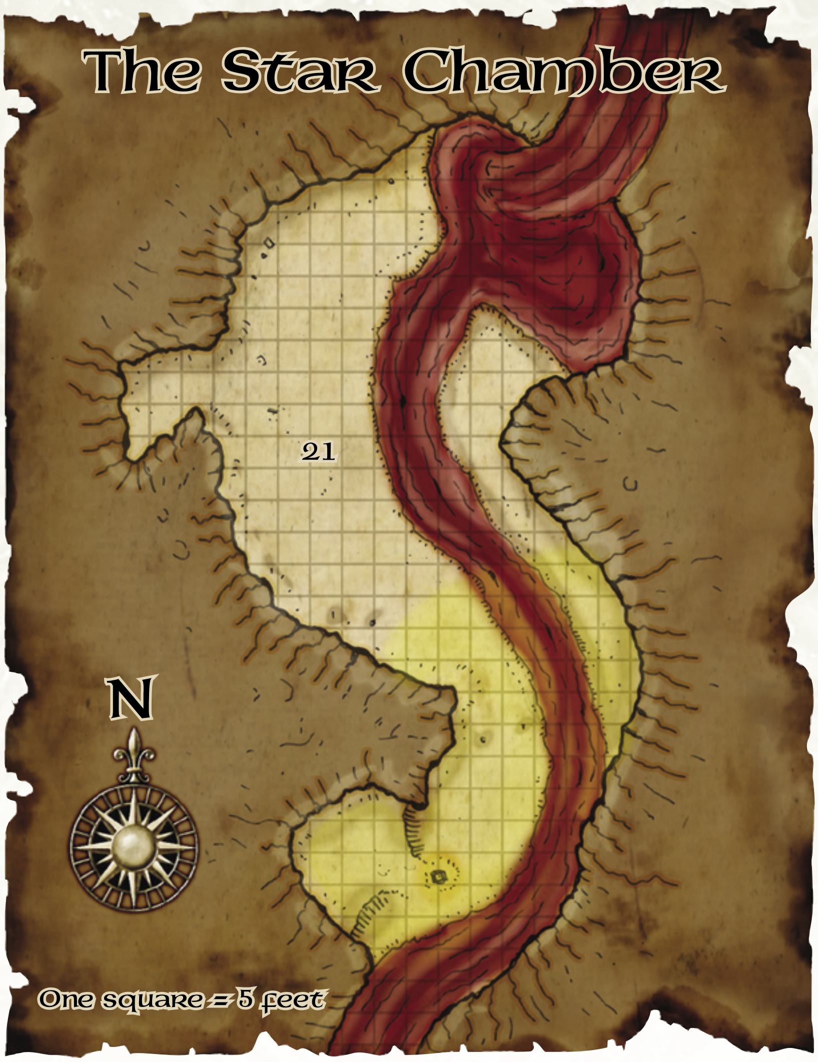
The Lake. A very high ceiling here makes this an excellent spot for an aerial ambush. The wind warriors (see Creatures, below) stage their first attack here, utilizing their crossbows from range before flying down deeper into the cavern to the Cascade to stage their second defense. The crimson waters of the river gather in a dark lake here that is home to legions of small white crabs who eat what little food drops down with the waterfall. There is nothing of interest in the lake.

The Basin. There are no beaches to move around on in this section of cavern, so PCs must either swim or climb along walls to navigate further.

The Cascade. The waterfall hits a series of projections here, creating lots of mist, cascading water, and difficult climbing due to the spray of water. It's a DC 20 Climb check to navigate this 75-foot stretch. This is also the location of the second assault on the party by the wind warriors—this time, they engage the PCs in melee. They do not pursue the PCs if they continue deeper into the caverns below, but do their best to prevent them from reaching the stairs.

The Stairs. This approach hides the true entrance to Icosiol's Tomb (area **23**). The entrance to this flight of stairs is hidden by a secret door that can be found with a DC 30 Search check. A lawful creature that carries the *Seal of Law* automatically notices this secret door, seeing its outline flare with soft white light.

Second Narrows. Again, the tunnel is only 20 feet wide for a short stretch, channeling the water's energy and filling most of the passageway with either water or mist. It's a DC 20 Climb check to navigate this 30-foot-long stretch of spelunking.



Creatures: A group of elemental soldiers, foot-soldiers in the Wind Duke army ages ago, guards this cavern. These are wind warriors like the ones the PCs may have fought in the Whispering Cairn, although these warriors are much more powerful than their lesser kin.

The wind warriors fight anyone not holding the *Seal of Law*, which is currently at the bottom of this abyss (see area **21**). Because the cavern is only about 30 to 40 feet across but hundreds of feet deep, the best way to represent this encounter on a map is to draw a 30-foot-wide corridor on a map and represent a PC's or wind warrior's vertical position within the shaft by their position along that corridor. In other words, make the horizontal tabletop stand in for the vertical shaft for this encounter.

ADVANCED WIND WARRIORS (6) CR 8
N Medium elemental (air, extraplanar)
DUNGEON #124 47
Init +6; **Senses** darkvision 60 ft.; Listen +0, Spot +0
Languages Auran (cannot speak)

AC 20, touch 16, flat-footed 14
hp 117 (14 HD)
Immune elemental traits
Fort +6, **Ref** +17, **Will** +4

Spd 30 ft., fly 80 ft. (good)
Melee mwk longsword +15/+10 (1d8+3/19–20) and mwk longsword +15 (1d8–1/19–20)
Ranged mwk light crossbow +17/+12 (1d8/19–20)
Base Atk +10; **Grp** +13
Special Atk sonic blast

Abilities Str 16, Dex 22, Con 14, Int 8, Wis 11, Cha 11
SQ body suffusion, superior two-weapon fighting

Feats Dodge, Lightning Reflexes, Mobility, Rapid Reload, Weapon Focus (longsword)
Skills Balance +8, Jump +5, Tumble +23
Possessions 2 masterwork longswords, masterwork light crossbow with 20 bolts

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Sonic Blast (Su): As a standard action, a wind warrior can clang its longswords together to produce a discordant sonic blast in a 20-foot line. This effect deals 2d6 sonic damage to all within the area (Reflex DC 19 half). The save DC is Constitution-based.

Body Suffusion (Ex): A wind warrior's spirit keeps its body together. If disarmed, its weapons age thousands of years in an instant, crumbling to dust before they hit the floor. At any time thereafter, the wind warrior may generate a replacement weapon as a standard action.

Superior Two-Weapon Fighting (Ex): A wind warrior's essence suffuses its entire body, granting it supreme control over its movements. Wind warriors do not take a penalty on attack or damage rolls for attacking with two weapons.

21. The Star Chamber (EL 13)

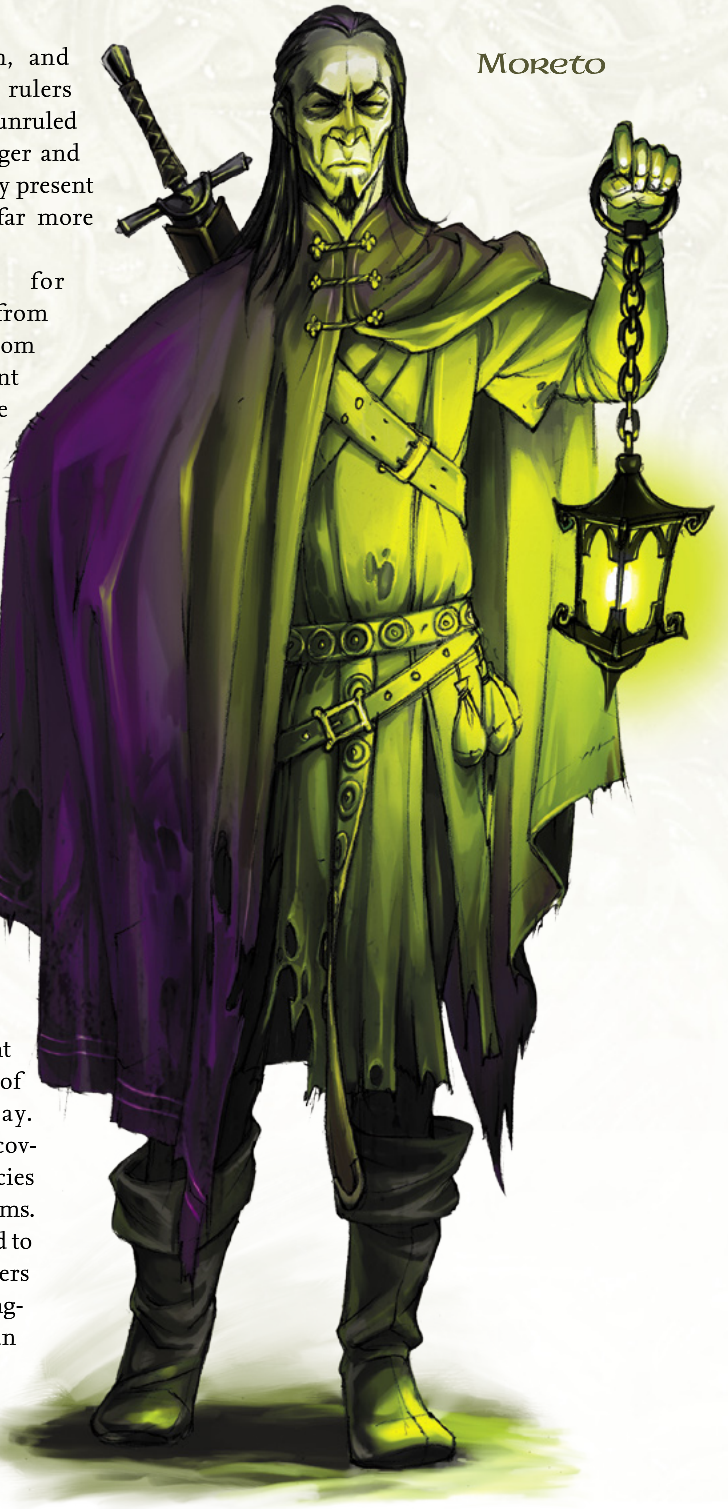
> The red waterfall crashes into a pool of jagged rocks in this large cave at the bottom of its descent. An outlet of slow-moving reddish water that seems almost black gurgles away to the south. The cavern beyond is large and wet, longer in the north-south direction and roughly fifty feet east to west. A pale greenish-yellow light reflects off the river and walls downstream, perhaps a hundred feet away to the north—the same light flickers and refracts off tiny crystals in the roof above, almost giving this cavern the feel of being open to the night sky.

This large cavern has always existed deep under Icosiol's Tomb, yet at the time of the tomb's construction access to this chamber was much more difficult, possible only through a narrow underwater channel. In time, the waterfall eroded a larger passageway through to this cave, which is part of the vast network of caverns known as the Underdark.

Creature: The current occupant of this chamber is a refugee from a region deep below the surface ruled by a society of the undead. This nation is known as the White Kingdom, and its citizens and rulers are true ghouls, unruled by the feral hunger and mindless savagery present in their lesser, far more common kin.

The reason for Moreto's exile from the White Kingdom is tied to current events on the surface world. In his studies, Moreto learned of a powerful undead dragon that once dwelt on the surface world. This was Dragotha, and according to several prophecies he discovered in worm-eaten texts, the undead dragon would soon stir, awaken, and usher in the advent of a new time of writhing decay. Moreto had discovered the prophecies of the Age of Worms. Intrigued, he tried to convince the rulers of the White Kingdom to fund an expedition to the surface world to investigate the prophecies, for if indeed this Age of Worms was nigh, perhaps the true ghouls of the White Kingdom could return to the world above. Yet the rulers of the White Kingdom did not share Moreto's interest in returning to the surface—the Underdark suited them just fine. They branded Moreto a heretic and exiled him and his servants. Moreto knew that the closest route to the surface was said to parallel the River of Blood. His journey upward has been taxing, and now two mohrgs are all that remains of his once formidable band.

Moreto suspects he is very close to the surface, and even managed to make it all the way up into Icosiol's Tomb a few weeks ago. He began looting rooms, knowing



Moreto

that he would need wealth to re-establish himself on the surface, and managed to reach area **10** without much problem by using *command undead* and *halt undead* to hold back the tomb's guardians. There, he discovered an item that radiated potent magic indeed—the *Seal of Law*. As he took the *Seal*, the shadow spider Flycatcher finally arrived and attacked. Their battle ended in a draw, with both managing to inflict grievous wounds on the other, but Moreto still managed to escape back to this cavern with the *Seal of Law*. Since then, he's been studying and investigating the relic, hoping to find a way to use it against Flycatcher and finally reach the surface world above.

If the PCs are carrying light sources with them or are particularly loud, chances are that Moreto notices their approach. He recalls his two remaining mohrgs to his side and sneaks toward the PCs to spy on them. When he sees that the PCs aren't shadow spiders, he presents himself to them and lets the PCs make the first move, be it an attempt to parlay or an attack.

If the party is diplomatic and approaches more-or-less openly, Moreto treats them as guests (he's bored silly). He's especially amused if they are wet and injured, but offers to use *prestidigitation* to clean them up. Moreto's initial attitude toward the PCs is indifferent. His only real desire is to reach the surface and seek out Dragotha, but he knows better than to reveal his plans to strangers. Instead, he plays the part of an explorer while he pumps the PCs for information about Icosiol's Tomb, Flycatcher, and the surface world.

If the party made a deal with Flycatcher to kill Moreto and they admit as such to the true ghoul, he laughs and makes a counteroffer. He'll give the PCs the *Seal of Law* if they agree to kill the spider. If made friendly, he even volunteers to aid the PCs in the fight against Flycatcher. Note that although Moreto knows the words to speak to safely handle the *Seal of Law*, he may "forget" to teach them to the PCs if they annoy him.

It's possible that Moreto doesn't notice the characters' arrival. If the PCs catch him unawares, they find him perched on a boulder studying the *Seal of Law* by ghoul-light.

MORETO, MARQUIS OF RAVENSTONE CR 11
Male noble true ghoul sorcerer 8/fighter 2
LE Medium Undead
Init +5; **Senses** darkvision 120 ft., lifesense 60 ft.; Listen +9, Spot +13
Languages Abyssal, Draconic, Infernal, Undercommon

AC 23, touch 17, flat-footed 18
hp 57 (70 with *false life* active) (14 HD)
Immune undead traits
Fort +6, **Ref** +8, **Will** +14

Spd 30 ft.
Melee *+2 greatsword* +17/+12 (2d6+11/17–20) and
bite +12 melee (1d6+3 plus paralysis and ghoul fever)
Base Atk +8; **Grp** +14
Atk Options Combat Expertise, Improved Disarm
Combat Gear *wand of enervation* (14 charges), *wand of halt undead* (20 charges), *potion of inflict moderate wounds* (4)
Spells Prepared (CL 8th, ranged touch +13)
4th (4/day)—*lesser globe of invulnerability*
3rd (7/day)—*dispel magic, lightning bolt* (DC 20)
2nd (8/day)—*command undead* (DC 19), *false life**, *levitate*
1st (8/day)—*charm person* (DC 18), *expeditious retreat, feather fall, mage armor**, *magic missile*
0 (6/day)—*acid splash, dancing lights, detect magic, disrupt undead, ghost sound* (DC 17), *mending, prestidigitation, read magic*
*Already cast once today

Abilities Str 23, Dex 20, Con —, Int 16, Wis 19, Cha 25
SQ spectral transformation, summon familiar (bat named Eyrix), +4 turn resistance
Feats Alertness, Combat Expertise, Craft Magic Arms and Armor, Extend Spell, Improved Critical (greatsword), Improved Disarm, Multiattack, Weapon Focus (greatsword)
Skills Balance +8, Bluff +15, Climb +17, Craft (weaponsmith) +11, Diplomacy +9, Hide +15, Jump +13, Knowledge (arcana) +15, Move Silently +10, Spellcraft +17, Spot +13
Possessions combat gear, *+2 greatsword, cloak of the bat, ring of protection +2, ghoul-light lantern* (see appendix), *Seal of Law*, 5 rare books on magical theory and prophecy worth 500 gp each, files for sharpening teeth and claws

Mohrgs (2): hp 91 each; *Monster Manual* 189.

Tactics: If the PCs attack, Moreto is more than ready to respond in kind: his *ghoul-light lantern* grants him protection from invisible or stealthy approaches, and his morghs and summoned undead can keep most groups at bay long enough for Moreto to cast his defensive spells in the opening rounds of combat.

If Moreto is reduced to fewer than 15 hit points he breaks off combat and attempts to flee back into the Underdark, intending to seek an alternate route to the surface. He abandons the *Seal of Law* in this case, hoping that his pursuers will be distracted by the valuable-looking relic long enough for him to make good his escape.

If Moreto is killed he'll immediately become a spectre. He is driven mad by the transformation due to the fact that, as he died in exile, he is now barred from entering the Ghostly Court. He does his best to eliminate the PCs in this event, fighting to his own destruction.

Development: While it's possible that the PCs enter an alliance with Moreto, keep in mind the fact that he is a despicable and cruel undead menace. Once he's secured a route to the surface, the best the PCs can hope for is to be abandoned by him. It's more likely that he'll hang around long enough to ambush or abduct one of the PCs, using magic like *charm person* to ensure their servitude.

22. Entrance to the True Tomb

The walls and floor of this cave have obviously been partially finished by stoneworkers. More impressive by far are the massive, fifty-foot-tall doors to the north. These dull black doors are carved with both gigantic and tiny runes, some at eye level and others much larger. The metal of the door seems pristine and freshly forged.

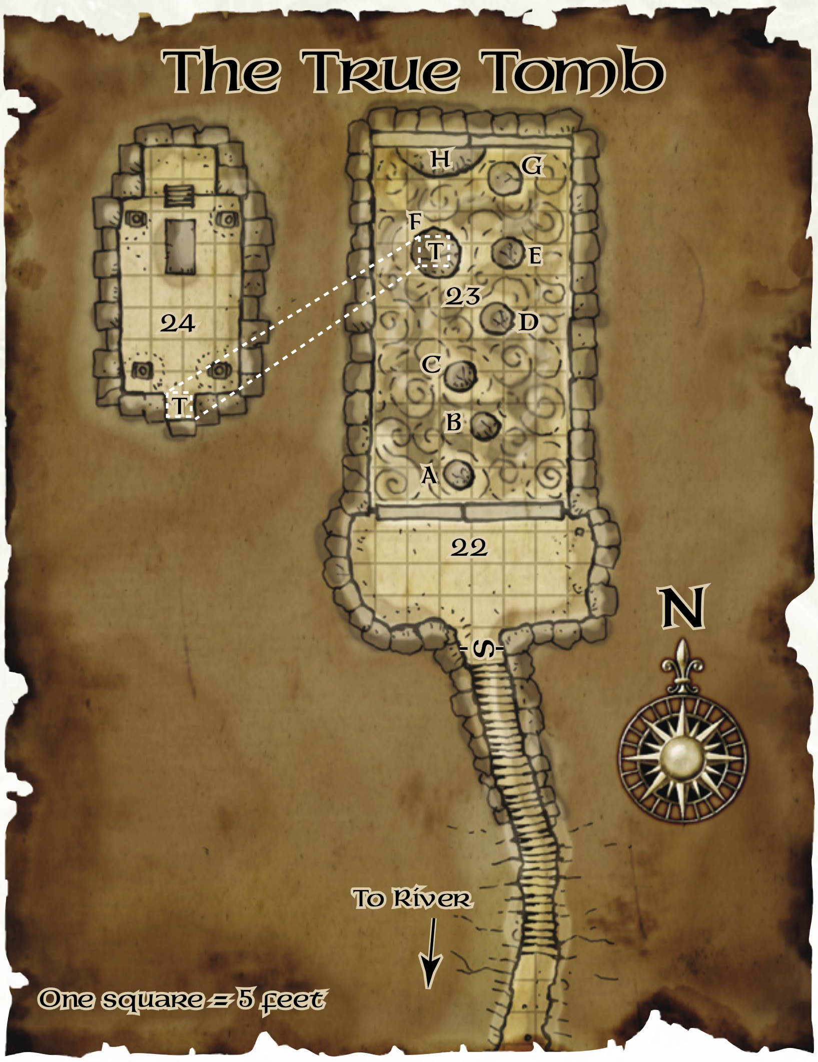
The doors are made of stone but encased in adamantine plates. The runes on the door are written in Vaati and comprise combinations of Icosiol's personal glyph and a series of curses against Chaos. One phrase in particular is inscribed in a place of prominence just over the massive handles. Written in Vaati as well, this phrase reads, "Dare not enter the tomb of Icosiol, Lord of Aaqa, Wandering Duke, and Bearer of the Rod of Law." His righteous peace and glorious memory are best left to the ages, and his enemies are best left forever sleeping."

These symbols of Law are imbued with potent magic, and duplicate the effects of an *antipathy* spell (caster level 17) as long as the doors remain closed. The *antipathy* only affects creatures with a chaotic alignment—these creatures must make a DC 21 Will save or be unable to approach within 20 feet of the doors. Even if they make the save, their Dexterity scores are reduced by 4 as long as the doors remain closed and in sight.

The doors themselves are sealed with a permanent *arcane lock* (caster level 17). Note that the extreme size of the doors prevents *knock* from being able to open them. The *arcane lock* must be dispelled or bypassed (or the doors themselves destroyed) if the PCs wish to pass beyond them.

Any character that holds the *Seal of Law* aloft before the doors suddenly feels a sense of weightlessness as several words manifest in his mind. These words are "Aaqa" (the name of the Wind Duke empire), "Icosiol" (the name of the Wind Duke entombed within), and "Pesh," the volcanic plain on which the Wandering Dukes defeated the army of Chaos. Speaking these three names aloud in this order causes the doors to swing soundlessly open and remain open until they are physically closed or the carrier of the *Seal of Law* speaks the three words again.

Tomb Doors: 5-foot-thick stone plated with 1-inch-thick adamantine; Hardness 20; hp 980.



23. The Rising Path (EL 12)

This chamber contains seven stone columns, each slightly taller than the next, rising slowly from the entrance to a small platform at the far end of the room before a second set of enormous doors. No floor is visible—in its place is a pit filled at a depth of eighty feet with glowing blue fog. Swirling patterns of wind and lightning dance and howl along the walls and ceiling of the chamber, filling the room with a tumultuous roar.

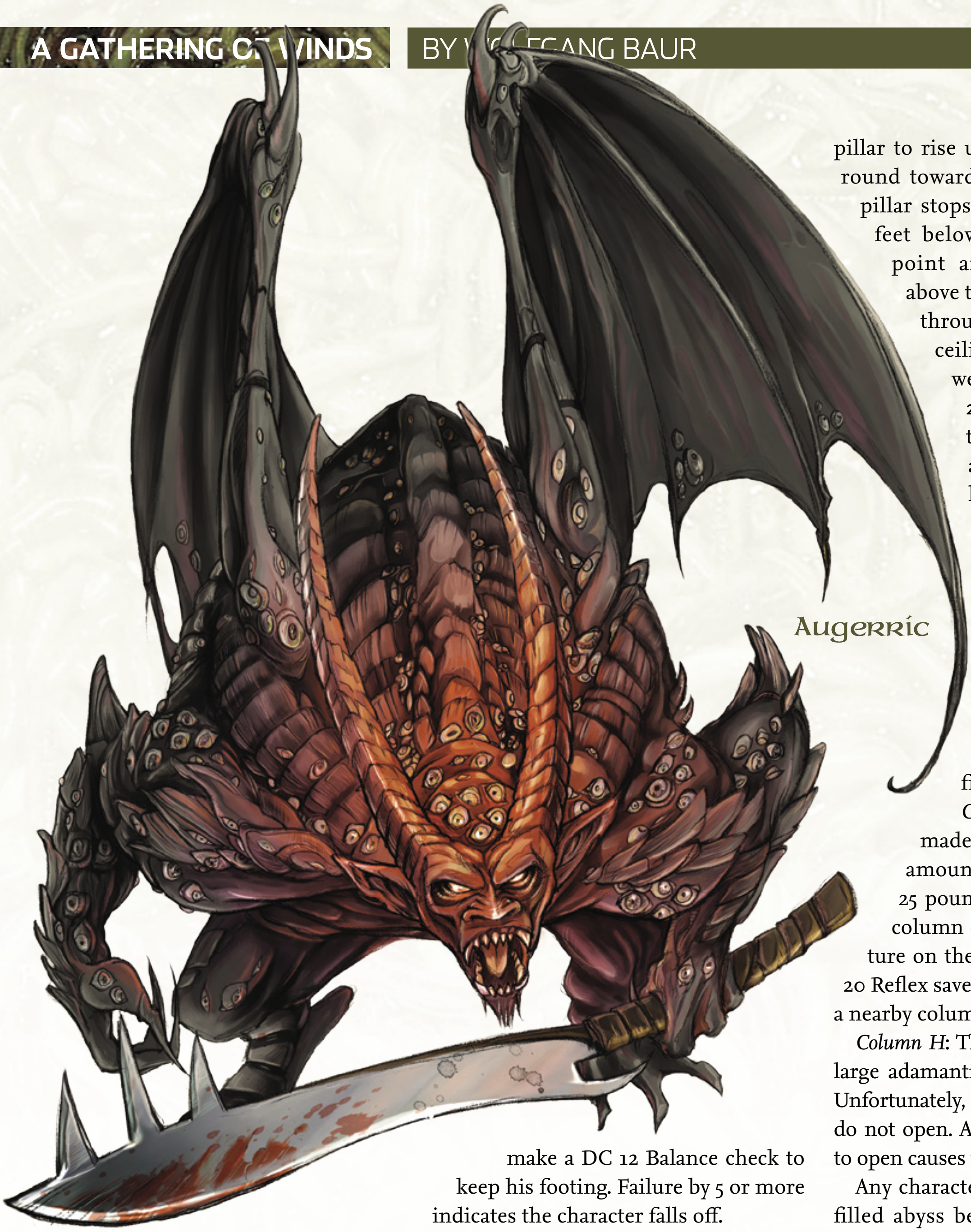
Each of the seven columns appears slightly different. The closest column's top is level with the ground in the entrance room to the west. The next column is two feet higher. The third rises up to the ceiling forty feet above. The fourth is three feet higher than the second one, but rotates slowly in place. The fifth column's upper surface seems to be covered with a thick layer of what looks like tar, and is about one foot higher than the last. The sixth column is two feet higher than the previous one but is made of a lighter colored stone. A larger column, nearly twice the diameter of the others, stands to the left of the main row.

This chamber was built to impress upon both visitors and tomb robbers alike the true power and strength of the wind and the lightning at the Wind Dukes command. The columns themselves form a path of sorts to the far side of the room. Navigating the columns is a dangerous prospect, made moreso by the presence of two greater air elementals charged with preventing any creatures in the room from using flight to defeat the room's obstacles.

Each of the columns is labeled with a letter; specific qualities of each are summarized below. Check page 77 of the *Player's Handbook* for a list of Jump DCs.

Column A: This section is just 5 feet from the entryway.

Column B: This column is 2 feet higher than A, and 7 feet away from it.



Augerric

Column C: A *permanent image* disguises this pillar. While it is in fact only a foot higher than column B, the illusion makes it appear that the column extends all the way to the ceiling. A character who interacts with the illusion (such as by trying to throw a rock at the pillar) can disbelieve it with a successful DC 19 Will save. Characters who try to jump onto this column but do not disbelieve the illusion suffer a –5 penalty on their Jump check.

Column D: This entire column rotates slightly, and its top is about a foot higher than column C's top. Jump checks onto it suffer a –5 penalty, and each round a character stands on this column he must make a DC 12 Balance check to keep his footing. Failure by 5 or more indicates the character falls off.

Column E: The tar-like substance smeared on top of this column is in fact a magically elastic coating of sludge. A creature that stands or lands on this stuff bounces and finds keeping his footing quite difficult. Each round, a creature standing on this column must make a DC 20 Balance check to avoid falling off. Jump checks made from this pillar gain a +10 circumstance bonus.

Column F: This larger column marks the actual entrance to Icosiol's tomb. A DC 20 search of the column's surface finds a shallow circular indentation in the center. This indentation is the same width as the *Seal of Law*. Placing the *Seal of Law* in this indentation causes the pillar to rise up at a rate of 5 feet per round toward the ceiling above. The pillar stops its ascent at a point 10 feet below the ceiling, at which point anyone standing on or above the *Seal of Law* is lifted up through an *illusory wall* in the ceiling above, arriving in the westernmost alcove of area **24**. Characters nearing the ceiling in this manner are protected from the hurricane-force winds and the lightning on the walls, but those who pass through this opening without using the *Seal of Law* are not. Once this entrance has been activated, it remains active for one hour, even if the *Seal of Law* is removed from the room.

Column G: This column is made of unstable stone. If any amount of weight in excess of 25 pounds is placed upon it, the column crumbles to dust. A creature on the column can make a DC 20 Reflex save to get a chance to leap to a nearby column.

Column H: This column abuts the two large adamantine doors at the far end. Unfortunately, these doors are false and do not open. Any attempt to force them to open causes the elementals to attack.

Any character that falls into the fog-filled abyss below plummets 500 feet into a featureless stone pit, suffering 20d6 falling damage on impact. The glowing blue fog fills most of this pit, obscuring vision beyond 5 feet. It's a DC 25 Climb check to scale the walls back up.

Any non-elemental approaching within 5 feet of the north or south walls or the ceiling is struck by a blast of hurricane-force wind and a bolt of lightning. The lightning deals 10d6 electrical damage, or half on a DC 20 Reflex save. The blast of wind has different effects depending on the target's size and whether he's flying or not—see page 95 of the *DUNGEON MASTER'S Guide* for details.

Creatures: Two greater air elementals serve as this chamber's wardens. They remain hidden in the fog 45 feet below, gaining a +20 circumstance bonus on Hide checks for a net total of +22 on their Hide checks (remember to account for distance penalties when having the PCs make Spot checks to see the elementals).

If anything tries to "cheat" this room by flying, or once they are spotted, the elementals fly up out of the fog to attack the party. They prefer to attack non-flying targets, and use their whirlwind attacks to capture these creatures and then drop them into the pit below.

Greater Air Elementals (2): hp 178; *Monster Manual* 96.

24. Icosiol's Mausoleum (EL 13)

This chamber is modestly sized but has a very high ceiling: nearly sixty feet high. The room is lit by elongated metal lanterns that glow with the colors of the rainbow. A white marble sarcophagus floats in the air at the far end of the room, ten feet off the floor. The sarcophagus bottom is carved with an image of a sleeping Wind Duke, two swords resting on his chest and a winged helmet at his feet.

The walls are carved to depict a funeral procession that winds up in a spiral, showing Wind Dukes, djinni, air elementals, and other elemental servants of Law in mourning as they attend the body of a fallen general. After the first spiral, the upper sections show the general's ascension into a primal vortex of wind and thunder. Many-eyed abominations, frog-like humanoids, and tentacled demons are trampled beneath his feet as he rises into a golden doorway at the end of the fresco.

This is the burial chamber of the Wind Duke Icosiol. There is relatively little of interest in this austere chamber save for the sarcophagus itself.

A search of the sarcophagus reveals that there seems to be no way to open it; there is no lid. The carving on the top side depicts the same sleeping Wind Duke seen on the underside (Icosiol), but this carving's hands are empty and protrude out of the top and seem to be carved as if to hold an object. Placing the *Seal of Law* in these hands causes the sarcophagus to lower to the ground. One round later, the top of the sarcophagus fades away, leaving the *Seal of Law* suspended in the air above Icosiol's remains below. The sarcophagus can also be battered open with force, or by spells like *disintegrate* or *stone shape*.

Icosiol's Sarcophagus: 6-inch thick stone; Hardness 8; hp 90; Break DC 32.

Creatures: Of course, Icosiol's tomb is not ungarded. Before the PCs can place the *Seal of Law* and gain the blessing of Icosiol's spirit, they must first defeat the creature of chaos that has been bound to this chamber to serve as its eternal guardian. This guardian is an ancient fiend known as Augerric, an oculus demon from the primal Abyss. Augerric lurks in the western alcove under the cloak of *invisibility* and *mirror image*. When he notices the PCs enter the room, he immediately attacks them with eyebolts. Doing so makes him visible, which of course exposes the party to his paralytic gaze. Augerric uses *invisibility* to position himself for advantageous uses of his spell-like abilities or eyebolts during combat, but if directly engaged in melee he has no qualms about fighting back with his physical attacks.

Augerric, Oculus Demon: hp 187; see Appendix.

Treasure: Icosiol's body is nothing more than dust and fragments of bone now, but several potent-looking items remain within his tomb. These are a *ring of the Wind Dukes*, a *lightning Sword*, a *sword of Aaqa*, and a fragment of a strange metal rod. This is, in fact, the final portion of the infamous *Rod of Seven Parts*. All four of these objects are magic items of great power. If the PCs claim them, they feel a momentary rush of anger and jealousy, but this rush quickly gives way to a feeling of peace and welcome. The spirit of long-dead Wind Duke Icosiol can feel the impending doom that is the Age of Worms, and understands that the weapons of the Vaati must be used once again to fight against the encroaching dark. His blessing settles over the PCs with a soft sigh and a feeling of contentment and support. From this point on, none of the traps or guardian monsters in Icosiol's tomb will harm the PCs, with the exception of Flycatcher.

If any of the PCs is carrying the inactive *talisman of the sphere* they may have found in the Whispering Cairn, that PC instinctively knows that this item has been restored to full functionality by Icosiol's blessing. Likewise, if Zosiel's silver diadem is present, Icosiol's blessing restores this ancient item to its full potential as well, transforming it into a *circlet of Wisdom +4* that functions also as a *circlet of persuasion* and grants its wearer the ability to speak and understand Auran. If the owner of the diadem tries to sell the item, Icosiol's blessing fades and it becomes a *circlet of Wisdom +2* again.

Ad Hoc Experence Award: If the PCs recover the treasures kept here and earn the respect of the Wind Dukes, award them experiance as if they had defeated a CR 15 creature.

CONCLUDING THE ADVENTURE

This adventure ends as the PCs recover the fragment of the *Rod of Seven Parts* and return to Diamond Lake. They find the townsfolk worried and nervous. Even proof of Ilthane's death does little to brighten their spirits. The miners and knaves of Diamond Lake can feel in their bones that things are about to change, and likely not for the better.

Allustan himself is understandably morose and depressed about the turn of events. The recovery of the *Rod of Seven Parts* fragment and the other Wind Duke treasures brightens his mood a bit, but even these mighty treasures can't fix his ruined home, the lives lost to Ilthane's attack, or the seemingly unstoppable advance of the Age of Worms. Allustan may be the smartest man in Diamond Lake, but as he looks upon the ruins of his home and the once-desperate characters who have become true heroes in their own right, he realizes that his role in the developing saga has come to an end. There is only one more thing he can do to aid the PCs. He can show them the way to his one-time mentor, the archmage Manzorian. Allustan encourages the PCs to take what they know to Manzorian's home to the north in the coastal village of Magepoint. Surely the archmage can help put an end to the threat?

Allustan himself retreats into his studies, in search of further information, and begins to strengthen his home with wardings and magical fortifications. A great darkness is close at hand, and the wizard fears what is to come. For the PCs, this adventure marks a turning point. No longer are they in the dark. No longer are they forced to react to the machinations of Kyuss' dark plans. Soon, they shall gaze upon the Spire of Long Shadows, and the sinister origin of Kyuss himself shall be laid at their feet.

APPENDIX I: NEW MONSTERS

True Ghoul

Medium Undead
Hit Dice: 4d12+3 (29 hp)
Initiative: +3
Speed: 30 ft. (6 squares)
Armor Class: 19 (+3 Dex, +4 chain shirt, +2 natural), touch 13, flat-footed 16
Base Attack/Grapple: +2/+6
Attack: Longsword +6 melee (1d8+4/19–20)
Full Attack: Longsword +6 melee (1d8+4/19–20) and claw (1d4+2 plus paralysis) and bite +4 melee (1d6+2 plus paralysis and ghoul fever)
Space/Reach: 5 ft./5 ft.
Special Attacks: Ghoul Fever, paralysis
Special Qualities: Darkvision 120 ft., lifesense 60 ft., spectral transformation, +4 turn resistance, undead traits
Saves: Fort +1, Ref +4, Will +6
Abilities: Str 19, Dex 16, Con —, Int 10, Wis 15, Cha 18
Skills: Balance +6, Climb +10, Hide +8, Jump +6, Move Silently +8, Spot +9
Feats: Multiattack, Toughness
Environment: Underdark
Organization: Solitary, pair, troupe (2–5 plus 1–3 ghast servants), patrol (7–12 plus 1 noble), slaving expedition (13–24 plus 1d6 underpriests and 1 priest), or legion (70–120 plus 2d6 underpriests, 1d6 priests, and 1d10 nobles)
Challenge Rating: 3
Treasure: Standard
Alignment: Always neutral evil
Advancement: By character class
Level Adjustment: —

His clothes are the genteel, rotted garments of a generation ago, and he speaks in the tones of a reasonable man. His skin is sallow, almost parchment-like in texture. Only his taloned fingers, black split tongue, and cruel hooked teeth betray his deep corruption.

True ghouls (also called shadow ghouls or greater ghouls) are much more human than common ghouls and ghasts. They are as well-spoken and cultured as they are utterly ruthless and evil. True ghouls have pale skin, sharp teeth, a long black tongue and sunken eyes. Unlike most undead, the true ghouls are not the product of necromantic tinkering or magic. They are evolved ghouls who have managed to overcome their bestial and feral natures, or at the very least, have learned to control them.

True ghouls speak Undercommon. These creatures originally appeared in *Dragon* #252, and were featured in *Dungeon* #70's "Kingdom of the Ghouls" adventure. DMs seeking more information concerning true ghouls and the White Kingdom they rule are encouraged to seek out these sources.

Combat

True ghouls are organized, canny fighters who seek to gain surprise whenever possible. Whenever possible, they send slaves and minions (troglodytes, drow, goblins, undead, or other slave races) into battle first, to throw their enemies into disarray and weaken them. They are capable of marching tirelessly, and use this ability to surprise their enemies both offensively and defensively.

Although a true ghoul's bite and claws are formidable natural attacks, they prefer to wield weapons in combat, if only to express their superior culture above their base and feral kin. They prefer longswords in combat. Nevertheless, a true ghoul is quick to use its bite and off-hand claw attacks to augment its swordplay. They prefer light armor, but only rarely use shields.

Ghoul Fever (Su): Disease—bite, Fortitude DC 16, incubation period 1 day, damage 1d4 Con and 1d4 Cha per day. The save DC is Charisma-based.

An afflicted humanoid who dies of ghoul fever rises as a ghoul at the next midnight. A humanoid who becomes a ghoul in this way retains none of the abilities it possessed in life. It is not under the control of any other ghouls, but it hungers for the flesh of the living and behaves like a normal ghoul in all respects. A humanoid of 4 Hit Dice or more rises as a ghast.

Paralysis (Ex): Those hit by a true ghoul's bite or claw attack must succeed on a DC 16 Fortitude save or be paralyzed for 1d6+1 rounds. The save DC is Charisma-based.

Lifesense (Ex): True ghouls can sense life energy within 60 feet well enough to locate living creatures, even in magical darkness. When a true ghoul detects life, the exact location of the source is not revealed—only its presence somewhere within range. The true ghoul can take a move action to note the direction of the life. Whenever the true ghoul comes within 5 feet of the source, the true ghoul pinpoints the creature's location. A true ghoul with the Track feat can follow tracks of living creatures with this ability, making a Wisdom (or Survival) check to find or follow a track and ignoring the effects of surface conditions and poor visibility. The typical DC for a fresh trail is 10. This DC increases or decreases depending on the number of creatures and the age of the trail. For each hour that the trail is cold, the DC increases by 4. The ability otherwise follows the rules for the Track feat.

Spectral Transformation (Ex): When a true ghoul is slain, its animating force tears free of its body, manifesting as a glowing, green phantom of the ghoul. This spectral force is usually harmless and fades away to nothingness over the course of one round. If the true ghoul in question was a noble, this phantom manifests instead as a free-willed spectre that can immediately attack its enemies. The spectre does not retain any class abilities that the true ghoul may have had in life. True ghoul spectres often retire to roles of advisor to other true ghoul nobles—these spectres are known as the Ghostly Court.

Priests and Underpriests

The god of the true ghouls is unknown to most outsiders. It is often called the Lord of Rot and Shadow, or simply the Charnel God. Many scholars believe the creature is an Abyssal Lord, though others believe it is some form of greater yugoloth. In fact, this divine power is an ancient and mysterious deity named Mordiggian.

True ghoul clerics of Mordiggian gain access to the domains of Death, Evil, and Knowledge. If you use *Libris Mortis* in your campaign, his clerics also gain access to the Hunger and Undeath domains. Clerics of 4th-level or lower are called underpriests. Those of 5th–level or higher are known as priests. True ghoul priests are experts at constructing, commanding, and destroying golems of all types, especially stone and bone. They have a love for automatons of all kinds, and many are experts at creating new types of constructs and necromantic servants.

Nobles

The deepest reaches of the Underdark hide the mysterious White Kingdom, a nation populated entirely by true ghouls. The leaders of this kingdom are nobles who have risen above even their kin. If you use *Libris Mortis*, many true ghoul nobles possess the evolved undead template. Moreto, the true ghoul noble encountered in this adventure, is a minor noble and does not have this template. True ghoul nobles typically have class levels as sorcerers, fighters, bards, or rogues. They often wear mithril or adamantine plate armor and wield the most powerful magic weapons they can find, with a preference for greatswords, greataxes, longswords, and halberds.

Ghoul nobles are often on good terms with vampires, liches, yugoloths, and creatures from the Plane of Shadow. They display great talent in necromancy, constructing undead war machines and battering rams from animated corpses.

Oculus Demon

Medium Outsider (Chaotic, Extraplanar, Evil)
Hit Dice: 15d8+120 (187 hp)
Initiative: +9
Speed: 30 ft. (6 squares), fly 70 ft. (good)
Armor Class: 28 (+9 Dex, +9 natural), touch 19, flat-footed 19
Base Attack/Grapple: +15/+21
Attack: *+1 unholy longsword* +22 melee (1d8+7/19–20) and 3 eyebolts +24 ranged touch (2d8 plus special)
Full Attack: *+1 unholy longsword* +22/+17/+12 (1d8+7/19–20) and claw +16 melee (1d6+3) and 3 eyebolts +24 ranged touch (2d8 plus special)
Space/Reach: 5 ft./5 ft.
Special Attacks: Eyebolts, paralyzing gaze, spell-like abilities
Special Qualities: All-around vision, damage reduction 10/cold iron and good, darkvision 60 ft., immune to electricity, immune to fire, immune to poison, negative energy affinity, resist acid 10, resist cold 10, spell resistance 24
Saves: Fort +17, Ref +18, Will +9
Abilities: Str 23, Dex 28, Con 26, Int 10, Wis 10, Cha 12
Skills: Concentration +26, Diplomacy +3, Hide +27, Intimidate +19, Listen +18, Move Silently +27, Search +26, Sense Motive +18, Spot +26
Feats: Dodge, Improved Critical (longsword), Mobility, Point Blank Shot, Precise Shot, Shot on the Run
Environment: Infinite Layers of the Abyss
Organization: Solitary, pair, flock (3–8)
Challenge Rating: 13
Treasure: Double standard plus *+1 unholy longsword*
Alignment: Always chaotic evil
Advancement: 16–23 HD (Medium), 24–35 HD (Large), 36–45 HD (Huge)
Level Adjustment: —

The demon blinked a hundred eyes at once, a sign of assent. The thing's eyes were in its head, its neck, its shoulders, and tiny rolling eyes in its fingertips—and with each step, the tiny eyes on the soles of its feet squelched and popped.

The oculus demon is a creature of ancient days, long ago sworn to serve the Demon Queen of Chaos before the rise of the tanar'ri. Also called "thousand-eye demons," most were destroyed during the Battle of Pesh and subsequent forays against their strongholds and settlements by the Wind Dukes of Aaqa. Rumors of the source of their creation

Scaling the Adventure

"A Gathering of Winds" is designed for a group of four 11th-level characters, but with a little work it can be adapted for use by 9th–10th level characters or 12th–13th level characters. Simply adjust all NPC character levels up or down as appropriate by a number equal to that which the average party level of your group deviates from 11. Increase or decrease the Search and Disable Device DCs for all traps by the same amount. Don't forget to modify the amount of treasure found in the adventure appropriately. Specific changes to the adventure include:

9th–10th-level characters: Make Ilthane a standard adult black dragon. Remove 1–2 belkers from area **2**. Remove Smoughed from area **5**. Make the elder black pudding in area **7** a 15-Hit Die Huge black pudding. Replace the dread wraith in area **10** with a 12-Hit Die wraith. Remove 1 or 2 xorns from area **11**. Remove one of the relief golems from area **13**, one of the blood amniotes from area **16**, and one of the ice golems from area **17**. Replace the kolyarut inevitable in area **19** with a 1st-level fighter zelekhut inevitable. Reduce the wind warriors in area **20** by 1 or 2. Remove one or both of the mohrgs from area **21**. Remove one of the greater air elementals from area **23**. Replace the oculus demon in area **24** with a hezrou demon.

12th–13th-level characters: Advance Ilthane's hit dice by 1–2. Add 2–4 belkers to area **2**. Give Antyress Redpike in area **5** 1–2 fighter levels, or give him a second Huge fire elemental companion. Advance the elder black pudding in area **7** by 4–8 Hit Dice. Add a second dread wraith to area **10**. Replace the six xorns in area 11 with four or five elder xorns. Add a third relief golem to area **13**, a third blood amniote to area **16**, and a third ice golem to area **17**. Give the kolyarut inevitable in area **19** 1–2 levels of fighter. Advance the wind warriors in area 20 by 4 Hit Dice. Replace the greater air elementals in area **23** with elder air elementals. Advance the oculus demon in area **24** by 2–4 Hit Dice.

abound, with perhaps the most fantastic claiming that the first oculus was the byblow of a liaison between a gibbering mouther demigoddess and an ancient giant of a hundred eyes, perhaps with a drop of beholder blood somehow added into the mix.

Oculus demons stand at roughly human height, though much broader through the shoulders. Their posture is hunched, and all such demons have either two or four horns, depending on their gender. In males, the two horns are straight and long, in female demons the four horns are round and the tips often touch over their heads. Some oculus demons have eyestalks in addition to horns. A very few have a sort of crown of eyeballs all the way around their skull; these demons are driven from the Abyss to seek their fortunes elsewhere.

Oculus demons always have dozens or (in extreme cases) hundreds of eyes. In cases where they have relatively few, they sometimes tattoo faces featuring those eyes in the expected location. Oculus demon skin is rubbery, with chitinous plates covering their shoulders and a helmet-like skull. In some such demons, these plates can slide over their most exposed eyes to protect them.

Oculus demons speak Abyssal.

Combat

Oculus demons prefer ranged combat, using spell-like abilities and eyebolts to strike at foes. They prolong this stage of combat as long as possible, and for this reason usually serve demonic armies as ranged support and scouts rather than as foot troops.

Once hand-to-hand combat begins, they wield a cruel, curved longsword in one hand. This longsword is almost always a *+1 unholy longsword*. Their off-hand claw and bite give them secondary attacks, and they can continue to use their eyebolts even in close range without provoking attacks of opportunity.

Eyebolt (Su): As a free action that doesn't provoke an attack of opportunity, an oculus demon can project three separate beams of pale gray negative energy from any three of the eyes that cover its body. Each ray has a range of 70 feet. On a successful ranged touch attack, an eyebolt inflicts 2d8 points damage from negative energy. This damage heals undead creatures in the same way an *inflict wounds* spell does.

A creature that takes damage from an eyebolt must make a DC 25 Fortitude save to avoid the mind-numbing fear and nausea the energy inflicts on living souls. On a failed save, the victim's body becomes wracked with pain and fever—the creature becomes sickened and takes a –2 penalty on attack rolls, weapon damage rolls, saving throws, skill checks, and ability checks. These effects persist for 1 hour, or until they are removed by anything that removes a fear effect.

A creature that is already sickened by an eyebolt becomes panicked for 1d4 rounds if struck by another eyebolt and it fails to make the DC 25 Fortitude save.

A creature that is already panicked by an eyebolt is rendered unconscious if struck by another eyebolt and it fails to make the DC 25 Fortitude save. A DC 20 Heal check or any form of magic healing restores consciousness to the victim; otherwise, he remains unconscious for 1d4 hours.

These additional eyebolt effects are mind-affecting necromantic fear effects.

Paralyzing Gaze (Su): Paralysis for 1d4 rounds, 30 feet, Fortitude DC 18 negates. The save DC is Charisma-based.

Spell-Like Abilities (Sp): At will—*greater arcane sight, blindness/deafness* (DC 13), *detect law, dispel magic, invisibility, dimension door, protection from law, tongues, true seeing, vampiric touch.* 3/day—*dispel law, chaos hammer* (DC 15), *mirror image.* Caster level 15.

All-Around Vision (Ex): An oculus's many eyes give it a +8 racial bonus on Search and Spot checks, and they can't be flanked.

APPENDIX II: NEW MAGIC

Ghoul-Light Lantern

These eldritch lanterns are used by true ghouls to light their cities and to augment their undead minds. Although they can see in the dark, they find the necromantic green glow of the ghoul-light comforting. A *ghoul-light lantern* can be command to shed its sickly green glow as a move action. Once activated, the glow illuminates a 20-foot radius and provides shadowy illumination out to a 40-foot radius. Living flesh illuminated by ghoul-light feels strangely cold and clammy, while undead within the light feel more energetic. Any living creature within 20 feet of a source of ghoul-light takes a –1 penalty on Will saves and all Charisma checks (including turn undead checks and all Charisma-based skills). Undead within 20 feet of a source of ghoul-light gain a +1 profane bonus on Will saves and Charisma checks.

Ghoul-light is treated as bright illumination against creatures with light sensitivity (such as drow).

All creatures exposed to ghoul-light begin to glow softly themselves with the nasty green light. This glow does not provide additional illumination, but it does affect all creatures within 20 feet of the source as if by *faerie fire*, thus reducing the effectiveness of *invisibility, displacement*, and similar effects.

Faint evocation; CL 3rd; Craft Wondrous Item, creator must be a true ghoul; Price 5,000 gp; Weight 2 lb.

Lightning Sword

The *lightning sword* is a *+2 shocking burst mithral short sword*. Used by the Wind Duke Icosiol on the battlefield of Pesh, the *lightning sword* is the companion blade to the *sword of Aaqa*. The *lightning sword's* pommel is a single huge star sapphire that glitters with electrical energy. Three times per day by drawing the *lightning sword*, the wielder can gain the effects of a *fly* spell (caster level 9). This effect springs into being as part of the act of drawing the sword.

If the wielder fights with the *lightning sword* and the *sword of Aaqa*, he may strike the two swords together as a standard action to generate 30-foot line of sonic energy. All creatures in this area take 6d6 sonic damage (Reflex DC 18 half). This ability can be used three times per day.

Moderate transmutation; CL 9th; Craft Magic Arms and Armor, *call lightning* or *lightning bolt*, *fly*; Price 35,000 gp.

Ring of the Wind Dukes

This heavy platinum ring is set with four large, pale blue sapphires and carved with the crisp runes of Law. The *ring of the Wind Dukes* bestows one negative level on any chaotic creature that wears it. The negative level remains as long as the ring is worn and disappears when it is not. This negative level never results in actual level loss, but it cannot be overcome in any way (including *restoration* spells) while the ring is worn.

As long as it is worn, the wearer ignores the effects of strong winds and gains resistance to electricity 10. Once per day he may use *charm monster* against any creature with the Air subtype. Elementals suffer a –4 penalty on saving throws against this effect.

Once per day as a standard action, the wearer of the ring can transform into a 60-foot-long line of lightning. All creatures in this line suffer 10d6 points of electrical damage (Reflex DC 14 halves). The wearer returns to physical form at the opposite end of the line of lightning.

Strong abjuration, enchantment, and evocation; CL 12th; Forge Ring, *charm monster*, *lightning bolt*, *resist energy*; Price 40,000 gp.

Rod of Seven Parts (Major Artifact)

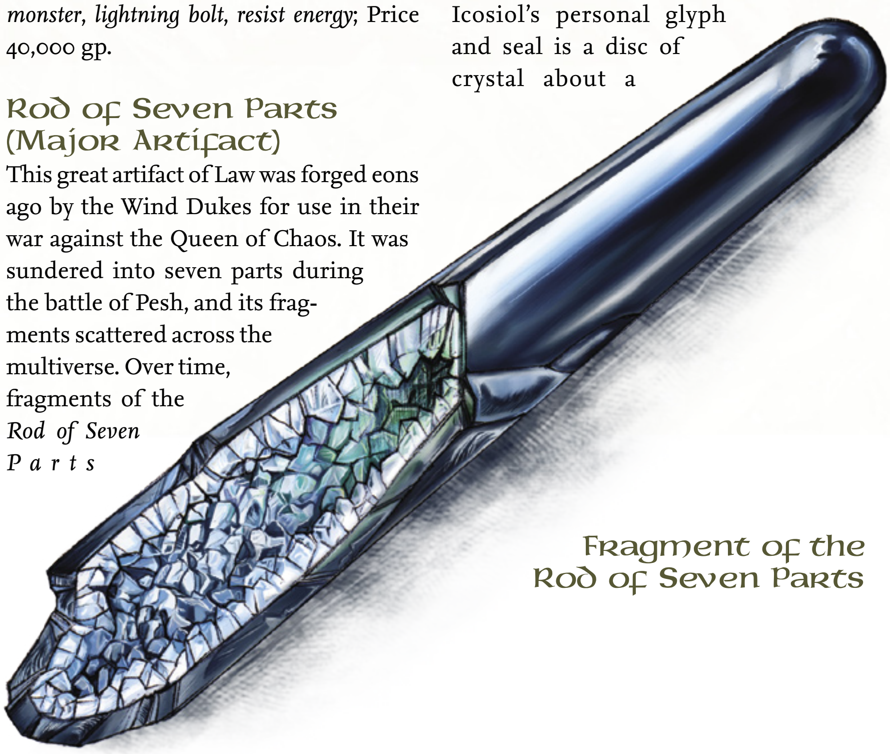
This great artifact of Law was forged eons ago by the Wind Dukes for use in their war against the Queen of Chaos. It was sundered into seven parts during the battle of Pesh, and its fragments scattered across the multiverse. Over time, fragments of the *Rod of Seven Parts* have surfaced here and there, often in times of great need. Unfortunately, the *Rod of Seven Parts* remains unstable, and once its purpose is served it fragments anew, its components scattering, often returning to the site of Wind Duke tombs or ruins (as is the case of this fragment).

The fragment found in Icosiol's tomb comes from the tip of the original rod. The fragment measures 15 inches long, and it can be used to cast *heal* once per day.

A nonlawful character who possesses a single segment of the Rod must make a DC 17 Will save each week to avoid becoming lawful. A lawful character who holds a segment of the Rod and thinks of it as part of a larger item can determine in what direction the next-larger segment lies by making a successful DC 20 Concentration check. Unfortunately, this segment is the largest fragment of the rod, and so cannot be used to find the others.

The powers of the remaining fragments (as well as the resonating powers possessed by the reconstructed rod) can be found on page 154 of the *Arms & Equipment Guide*.

CL 20th; Weight 1 lb.



Fragment of the Rod of Seven Parts

Seal of Law (Major Artifact)

Icosiol's personal glyph and seal is a disc of crystal about a foot in diameter, carved from a single large quartz crystal and polished to a glossy finish. One is engraved with three runes; a symbol representing Pesh, the Last Battlefield, the circular sign of the Wind Duke armies, and Icosiol's personal rune. These runes are in ancient Vaati—translated, they mean "Pesh," "Aaqa," and "Icosiol." The other side of the seal depicts a wind duke holding the *Seal of Law* up before a pair of massive black doors while standing on a floating disc of air about the same size as the seal itself.

Any non-elemental creature touching the *Seal* without first speaking the three runes carved into it summons creatures from the Plane of Air to punish the transgressor. The first time in a day this occurs, the *Seal* summons 1d4 djinn. The second time, it summons 1d4 invisible stalkers. The third time, it summon 1d4 greater air elementals. Summoned monsters persist for 2 minutes, during which time they focus all their rage on the creature responsible for their summoning. Attempts to handle the *Seal* after the third summoning in a day are not met with reprisal.

The *Seal's* primary function is to serve as a key of sorts to allow safe entrance into Icosiol's Tomb. If taken far beyond the boundaries of Icosiol's Tomb, the Seal becomes dormant and nonmagic until it is returned to the tomb.

CL 20th; Weight 8 lb.

Sword of Aaqa

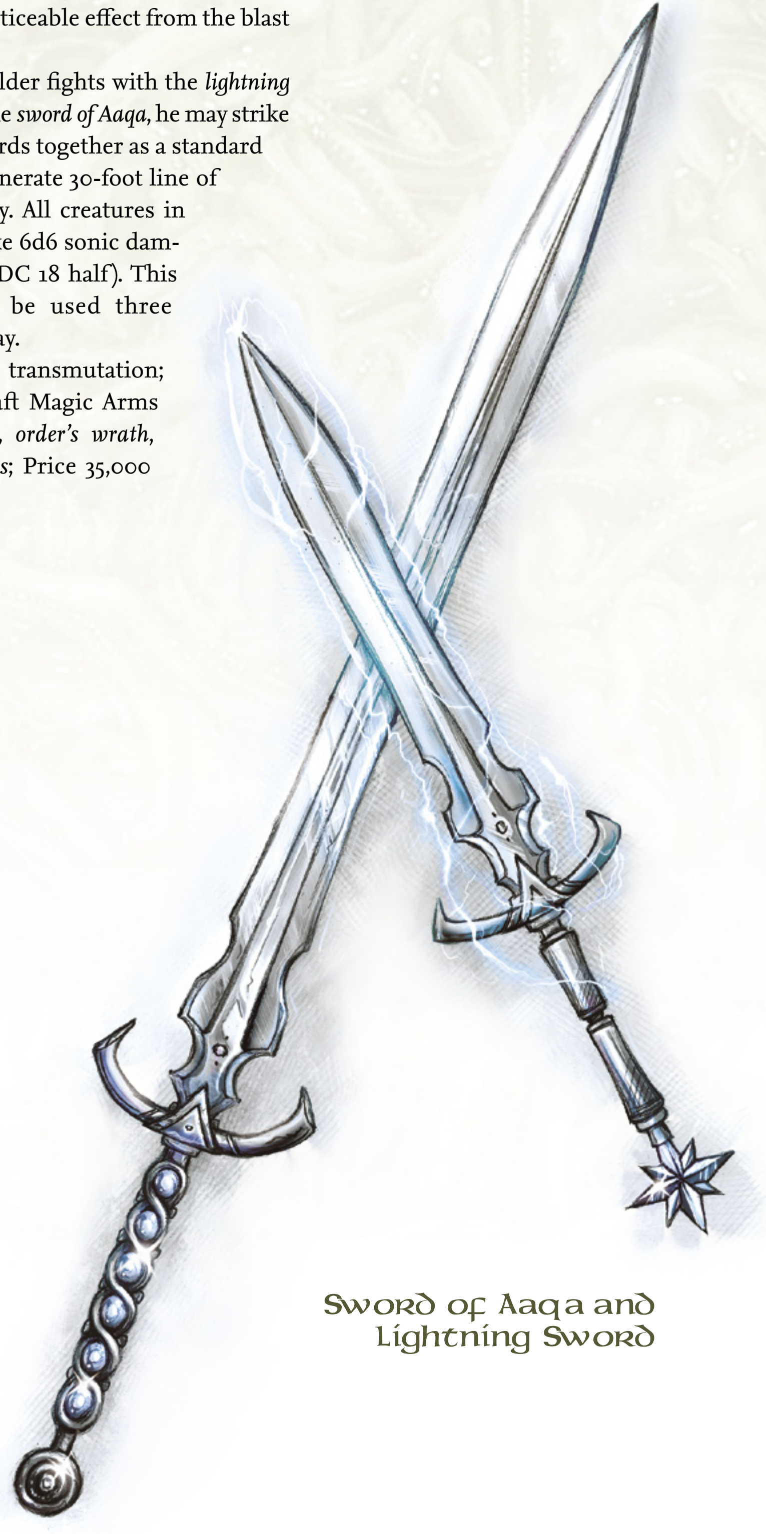
The *sword of Aaqa* is a *+2 axiomatic mithril long sword* with a hilt set with six pale sapphires the size of grapes. Used by the Wind Duke Icosiol on the battlefield of Pesh, the *sword of Aaqa* is the companion blade to the *lightning sword*. Whenever the wielder scores a critical hit on a creature with the *sword of Aaqa* (even if that creature is normally immune to damage from critical hits), the sword creates a powerful blast of windstorm-force wind. The creature hit can make a DC 18 Fortitude save to resist the effects of the wind. Small or smaller creatures (or flying Medium creatures) are blown away by this blast of wind. Creatures on the ground are knocked down and roll

1d4×10 feet, taking 1d4 points of nonlethal damage per 10 feet. Flying creatures are blown back 2d6×10 feet and take 2d6 points of nonlethal damage. Medium creatures (or flying Large creatures) that fail this save are knocked down. Huge (or land-bound Large) and larger creatures suffer no noticeable effect from the blast of wind.

If the wielder fights with the *lightning sword* and the *sword of Aaqa*, he may strike the two swords together as a standard action to generate 30-foot line of sonic energy. All creatures in this area take 6d6 sonic damage (Reflex DC 18 half). This ability can be used three times per day.

Moderate transmutation; CL 9th; Craft Magic Arms and Armor, *order's wrath*, *control winds*; Price 35,000 gp.

Wolfgang Baur is a game designer responsible for more than his share of ghouls, necromancers, genies, and assassins. His most recent stand-alone project is the Book of Roguish Luck *for Malhavoc Press. This is his tenth appearance in* DUNGEON, *a run that started way back in issue #15.*



Sword of Aaqa and
Lightning Sword

RUNNING "A GATHERING OF WINDS" IN THE FORGOTTEN REALMS

by Eric L. Boyd

Conversion notes for Mintarn (Alhaster and Redhand), the Redeye tribe (Twisted Branch tribe), Manzorian (Malchor Harpell), and Magepoint (Longsaddle) have already been mentioned in conversion sidebars for earlier adventures in the Adventure Path.

Genies of Ancient Calimshan

Circa –7,800 dr, a large force of Djen (Wind Dukes, effectively noble djinn) arrived in the areas around present-day Calimport, led by the djinni lord Calim. The Djen spoke Vaati, the base language from which Auran and Alzhedo are derived. (Anyone speaking either Auran or Alzhedo can attempt Decipher Script checks for Vaati inscriptions.) Although not concerned with bringing "Law" to the Realms, the Wind Dukes of Calim sought to subjugate all forms of elemental magic to their will, proving the supremacy of elemental air and their goddess Akadi (Zostra).

Intent on colonizing a "barbaric" world rich in resources both magical and mundane, the Djen commanded a host of lesser djinn, jann, marids, genasi, enslaved humans (ancestors of today's Calishites), enslaved hin (ancestors of the Sword Coast's halfling population), and a handful of marids. After their arrival, the Djen and their servants began clearing and seizing all the lands south of the Marching Mountains, which they claimed as the Calim Empire (Aaqa). At its peak, the Calim Empire encompassed all of modern day Calimshan, except for lands along the River Memnon. Initial conflicts with the Proud Peoples (elves and dwarves) ended in truce, and the Djen drove the dragons and giants out of the Marching Mountains. The alliance of djinn and marids collapsed, leading a series of battles known as the Steam Clashes and culminating in the destruction of the marid city of Ahjuutal.

Circa –6,800 dr, almost a thousand years to the day after the arrival of the Djen, a great horde of efreet called the Army of Fire (Army of Chaos), led by the great pasha Memnon (Miska the Wolf Spider) in service to Kossuth (Queen of Chaos), emerged through a heretofore unknown portal just north of the River Agis (now known as the River Memnon). While the Djen prepared for the inevitable conflict to come, the efreet establish the realm of Memnonnar and found the settlements of Memnon, Myratma, and Shoonach. In –6,500 dr, 200 years of skirmishing erupted into open warfare, beginning the Era of Skyfire. Over the next four centuries, Memnon and Calim brought their forces to bear against each other in 22 cataclysmic battles, culminating in the Battle of Teshyllal Fields (Battle of Pesh). This last battle between the genie empires was ended by elven High Magic, which bound the endlessly warring genie lords and many of their most powerful followers into a single gem, now known as the Calimemnon Crystal, and transformed the Teshyllal Fields (Fields of Pesh) into the Calim Desert.

Further details about this period may be found in Empires of the Shining Sea [2nd Edition] and Calimport [2nd Edition].

Icosiol's Tomb

Icosiol was one of Calim's greatest generals. The legendary Djen died during the Battle of Teshyllal Fields after employing his liege's fabled Scepter of Calim to shatter a newly created portal through which Memnon was expecting reinforcements. Having escaped imprisonment in the Calimemnon Crystal through death, Icosiol's corpse was one of the few sets of remains of the leading genies to be interred after the battle. His tomb was constructed by the surviving genies who clung to power for some four decades after the Battle of Teshyllal Fields.

Icosiol's Tomb lies hundreds of miles south of the Whispering Cairn, deep below the Calim Desert. If the PCs somehow manage to travel up from the tomb through 1,000 feet of bedrock and sand, they emerge in a barren stretch of desert. To the west, they spy bright flashes resulting from the sun hitting the Spinning Keep of Siri'wadjen, which houses the Calimemnon Crystal. If the PCs make their way westward far enough to make out the details of the Spinning Keep, a DC 20 Knowledge (geography) check correctly identifies this desert as the Calim Desert. There is no physical entrance to Icosiol's Tomb from this region, and if the PCs decide to explore the area, you'll need to develop additional adventures as you see fit. (See Empires of the Shining Sea [2nd Edition] for inspiration.)

Area 5 is home to Nadim yr Bluefin, Sultan of Currentshire (Antyress Redpike, Earl of Coalchester), a marid, and Drowened (Smoughed), a huge water elemental. Their oaths to the Djen were given in recompense for their alliance with fallen Ajhuutal during the Steam Clashes millennia ago. The temperature here is extremely cold; creatures inside take 1d6 cold damage per minute. In addition, creatures must make a Fortitude save every 5 minutes (DC 15, +1 per previous check) or take 1d4 points of nonlethal damage. Those wearing metal armor or touching metal are affected as if by chill metal.

Traps in the tomb (area 6, 18, and 22) triggered by the presence of a non-Lawful or chaotic creature are actually triggered by the presence of a non-Chaotic or lawful creature, respectively. Spell effects from the Law domain are replaced by their counterparts in the Chaos domain (e.g. word of chaos for dictum, dispel chaos for dispel law, etc.). Antipathy effects affect lawful creatures, not chaotic creatures. The depictions of demons in the tomb (area 7) are replaced by creatures of elemental fire (e.g. efreeti for glabrezus, salamanders for hezrous, harsssafs for vrocks, etc.). Likewise, depictions of creatures of Law (area 7, 13, and 19) are placed by creatures of elemental air (e.g. immoths for inevitables, noble djinn for wind dukes, etc.).

Ziffiorian was a djinni who survived the Battle of Teshyllal Fields. He agreed to be interred in the tomb after its construction, but the Calim Empire's rapid collapse in the four decades that followed meant that he was never relieved of duty.

The three words needed to enter the True Tomb (area 22) are "Akadi", "Calim", and "Icosiol." The phrase inscribed above the door handles to the True Tomb reads "Dare not enter the tomb of Icosiol, Lord of the Calim Empire, beloved of Akadi."

Oculus demons were oft-employed as slaves of the efreet in the waning days of Memnonar.

Treasures of Icosiel

Icosiel's tomb holds four treasures of the Djen: the Lightning Sword, the Ring of the Djen (Ring of the Wind Dukes), the Mosaic of Icosiel (Seal of Law), the Sword of Teshyllal (Sword of Aaqa), and one piece of the Shattered Scepter of Calim (Rod of Seven Parts), formerly known as the Scepter of Calim (Rod of Law). The Sword of Teshyllal is a +2 anarchic mithral long sword. Nonchaotic characters who possess a single fragment of the Shattered Scepter of Calim risk becoming chaotic. Other powers of the items listed above remain unchanged.

The Scepter of Calim (Rod of Law) was a symbol of Calim's sovereignty in the lands of the Calim Empire until it was shattered by the elven High Mages of Keltormir. It is now known as the Shattered Scepter of Calim (Rod of Seven Parts).

The White Kingdom

The existence of the city of true ghouls is whispered of only in the highest councils of Guallidurth, the Temple City of Lolth that lies deep beneath the Calim Desert. The White Kingdom lies in the Lowerdark, hidden deep beneath the Lake of Radiant Mists. (See Underdark, page 173.)

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RUNNING "A GATHERING OF WINDS" IN EBERRON

by Keith Baker

In "A Gathering of Winds", characters venture into an ancient tomb in search of a powerful artifact. When converting the adventure to the Eberron Campaign Setting, consider the following ideas.

The Wind Dukes

The battle between the Wind Dukes and the Armies of Chaos was one part of the long war of the Age of Demons, which ended with the imprisonment of the rakshasa overlords; the Queen of Chaos and Miska the Wolf Spider were two of these spirits. But where do the Wind Dukes fit in? There are a number of possibilities. A character who succeeds at DC 25 skill checks on both Knowledge (history) and Knowledge (the planes) has heard of the Wind Dukes and various theories of their origin and nature. Here are just a few:

- The Wind Dukes came from the plane of Lamannia, home of the djinni and elementals of air and water. While this explains their strong connection to the elementals, scholars are troubled by the lack of evidence of a Wind Duke nation in the present day, and argue that there would be little incentive for spirits of other planes to come to Eberron.
- The Wind Dukes were originally dragons. They used magic to assume humanoid forms, only to be trapped permanently in these shapes by a rakshasa curse.
- The Wind Dukes were humans: the first human nation, a civilization that rose to power while giants and dragons were still savages. Proponents of this theory say that humans were the first children of the progenitor dragons, and that the dragons have deliberately hidden evidence of this mighty human empire to conceal humanity's potential from the people of the present day. These sages also claim that the gods of the Sovereign Host are in fact distorted legends of human heroes from the first age.
- The Wind Dukes were the forebears of titans and storm giants, and their power over the forces of air is reflected in the magic of their descendents. Despite the size of their descendents, the Wind Dukes were Medium creatures; their offspring grew in size even as their power was diminished. If this path is true, further secrets of the Wind Dukes may be hidden in the giant ruins of Xen'drik.

It's up to the DM to decide which (if any) of these theories is the truth. What is known is that the Wind Dukes were Medium humanoid creatures with tremendous magical might and the ability to bind elementals and outsiders—and that they were utterly destroyed in the war against the spawn of Khyber.

The name of Zostra, the lawful goddess of the Wind Dukes, can be changed to Zolarra; a character who makes a Knowledge (religion) check (DC 20) will see common elements between Zolarra and Dol Arrah, the Sovereign goddess of Honor and Sacrifice.

Ilthane

The dragons of Eberron are not a monolithic force. Dragotha has been corrupted by darkness and now serves the rakshasa overlord known as Katashka the Gatekeeper, and Ilthane and others do his bidding. Ilthane knows nothing of her master's true devotion, but she believes that Dragotha will show her the path to immortality... despite the long lifespan of a dragon, Ilthane still fears death.

The Silent Gallery (Area 7)

The description of the gallery includes the following sentence: "On outer spokes, similar surrenders of abyssal ghouls, vrocks, beholders, and chaotic froglike humanoids to the Wind Duke armies are depicted." As creatures of Xoriat, beholders were not present on Eberron during the Battle of Pesh. The bulk of the enemy forces were native outsiders—the rakshasa may still be known in the present day, but there were also spirits that have been bound since the fall of their masters and never seen by mortal eyes.

Conversing with Allustan (Area 14)

When the PCs meet with Allustan, the DM should pick one of the theories for the origin of the Wind Dukes for Allustan to champion. He explains that Icosiol was a great general of the Wind Dukes in the war against the spawn of Khyber, and that the Rod of Law was the only weapon ever created that could truly destroy one of the overlords of Khyber, although it shattered after it was used on Miska the Wolf Spider.

In general, Allustan will refer to the "Chaos Army" as the "forces of Khyber" or "spawn of Khyber," since, in point of fact, they were not all chaotic.

Allustan was certainly surprised to be attacked by a dragon, but if questioned on the matter will emphasize that, while the dragons fought the fiends in the first age, they are by no means noble or benevolent as a race. Dragons have their own agendas, and may be beholden to powers far older than human civilization.

Moreto and the White Kingdom (Area 21)

Khyber (the Underdark of Eberron) is a largely unexplored land filled with deadly mysteries. There's no reason that a nation of true ghouls couldn't be hidden in the darkness; perhaps they warred with the Dhakaani goblinoids or the minions of the daelkyr in ages past. If others learn of the White Kingdom, a group of followers of the Blood of Vol might fund an expedition to reach the ghoul nation, hoping to form an alliance with these powerful undead beings.

If you wish, the true ghouls of Eberron could continue to worship Mordiggian. However, it would be equally appropriate for them to worship the Keeper and the Shadow (claiming that the beneficent intervention of these deities is the source of their undead immortality), a variation of the Blood of Vol (though with no actual connection to the line of Vol), or even an imprisoned rakshasa rajah.

Occulus Demons

The Abyss is not part of the cosmology of Eberron. As the occulus demons were created to serve the Queen of Chaos—herself one of the overlords of the first age—the occulus demon should be considered to be a native outsider.

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A GATHERING OF WINDS

by Wolfgang Baur

When the PCs return to Diamond Lake to consult with their friend Allustan, they find the town in shambles and Allustan missing. Locals tell tales of a terrible dragon's rampage through town. Unfortunately for the characters, the dragon is only the beginning. An Age of Worms Adventure Path scenario for 11th-level characters.

Joachim Barrum

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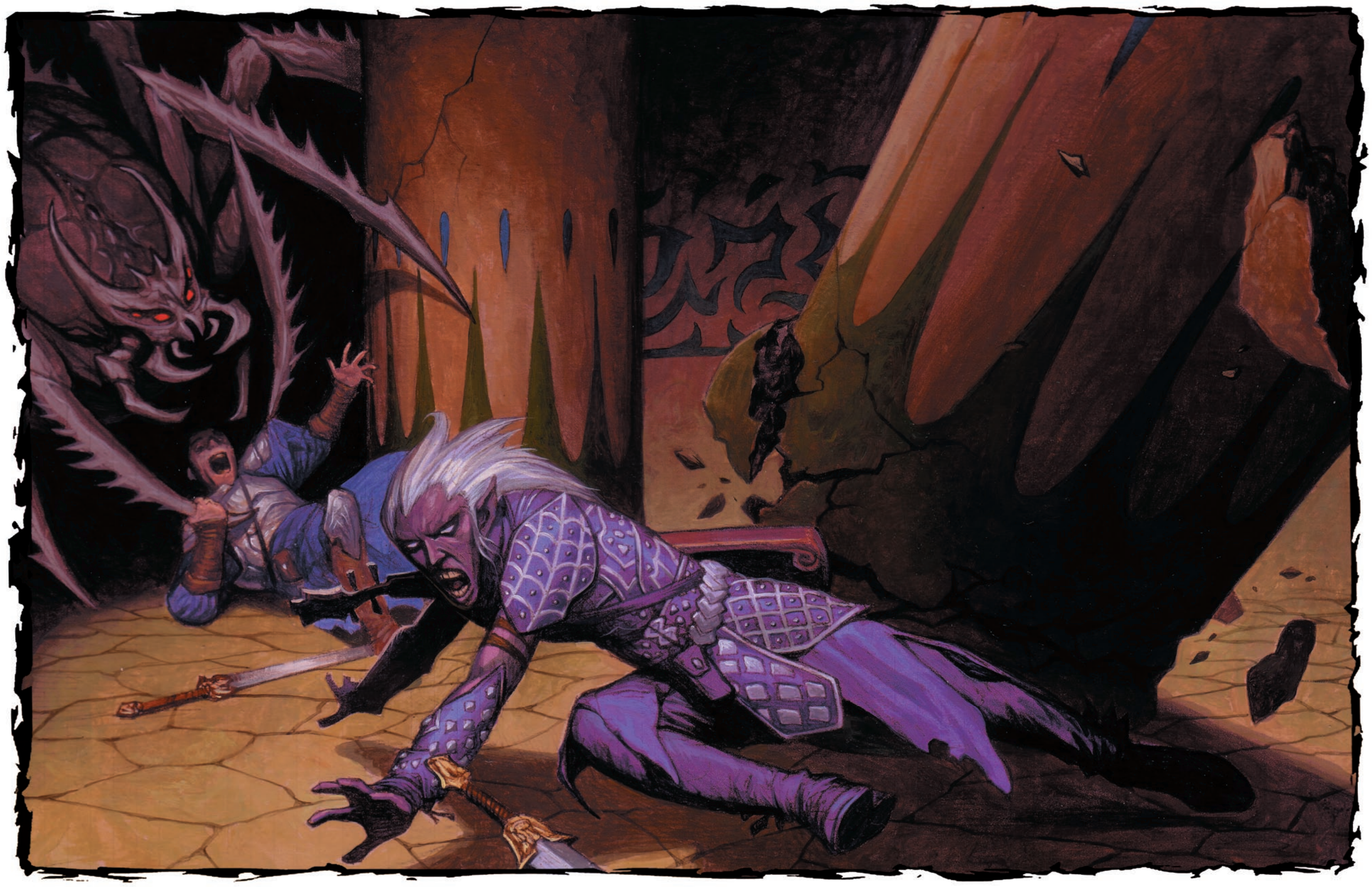
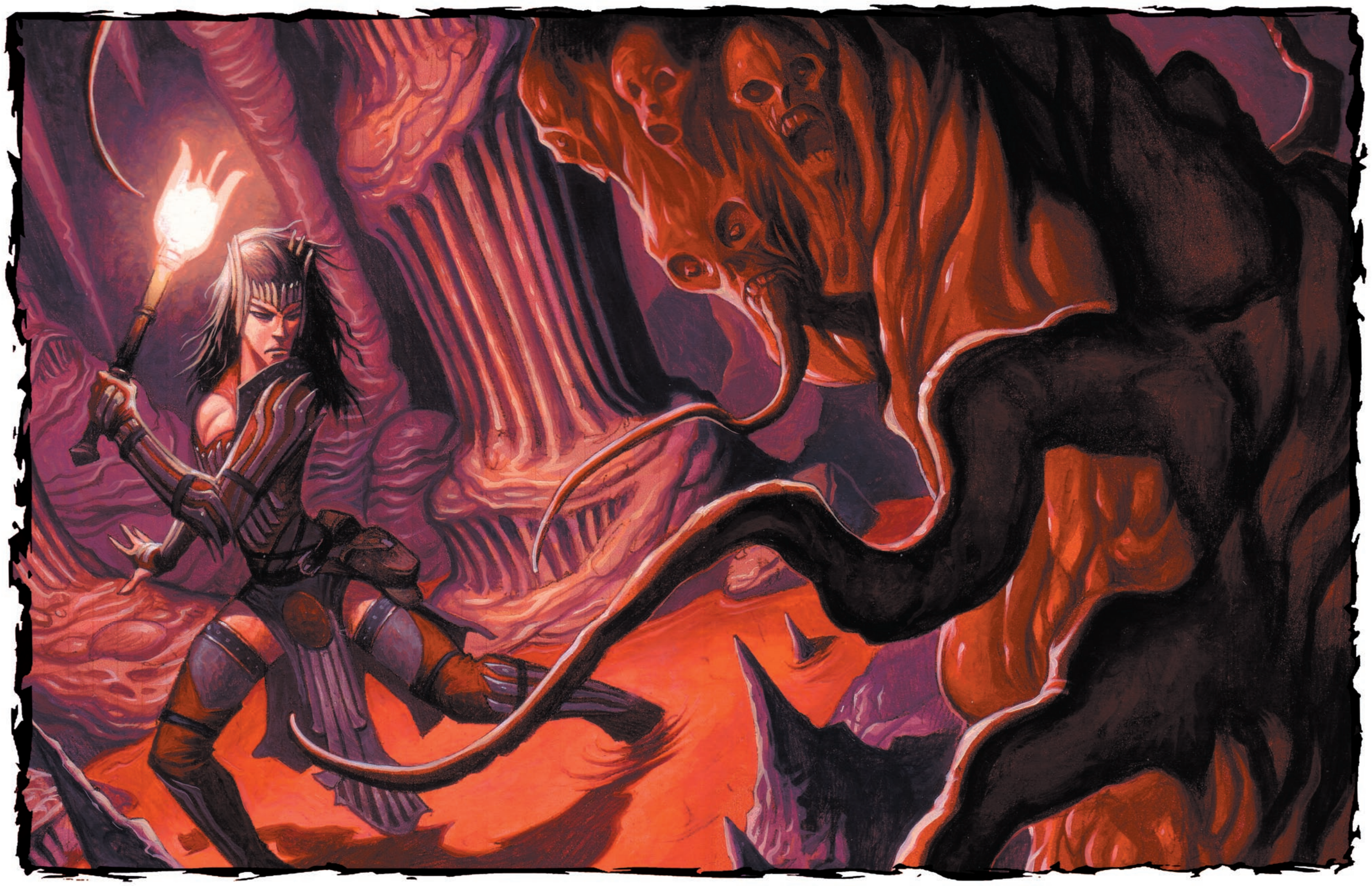


Steve Prescott



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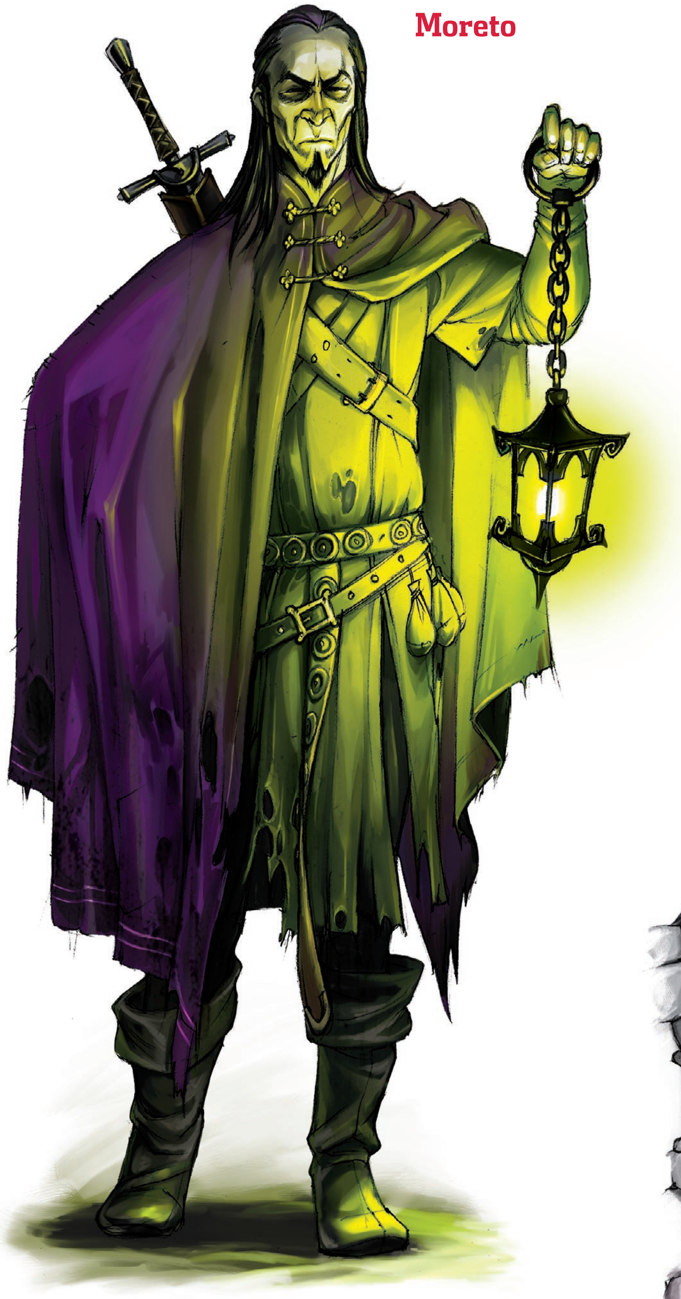
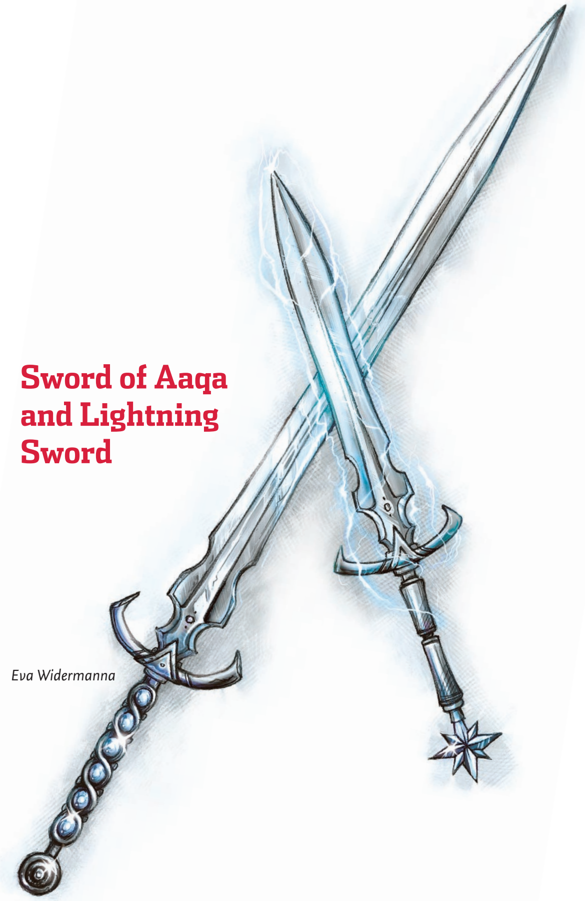
Moreto



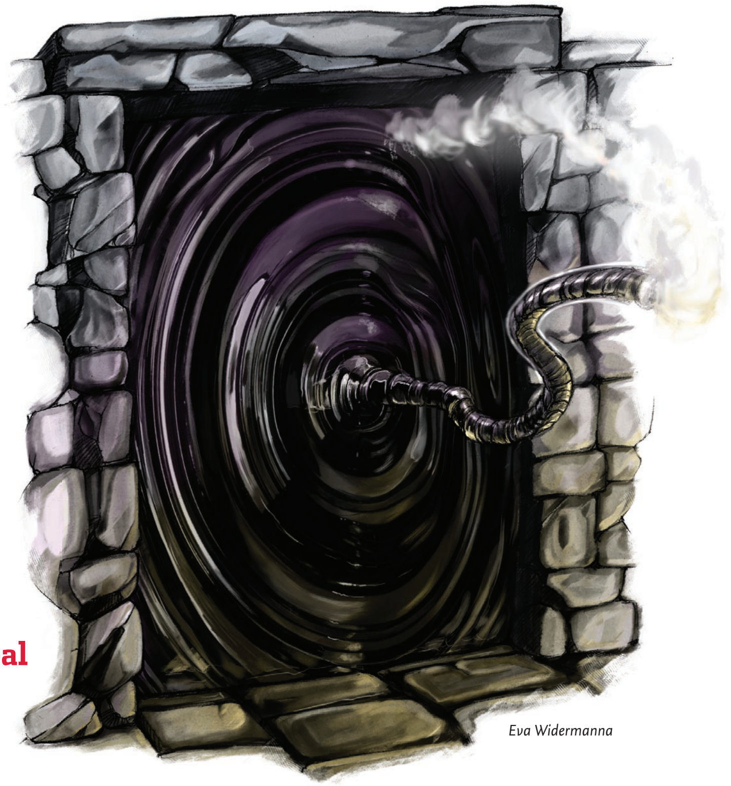
Eva Widermann

Sword of Aaqa and Lightning Sword



Eva Widermanna

The Black Seal



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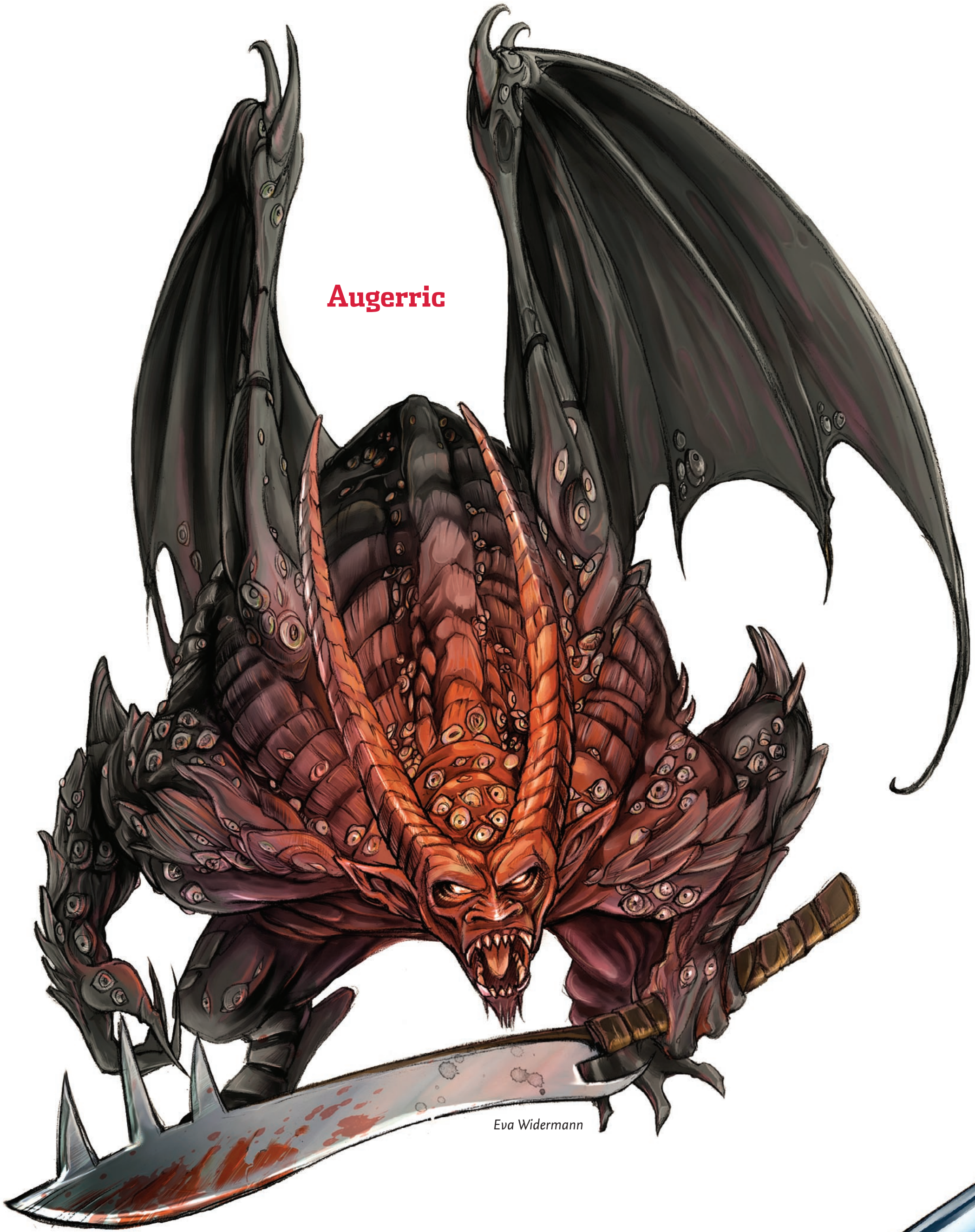
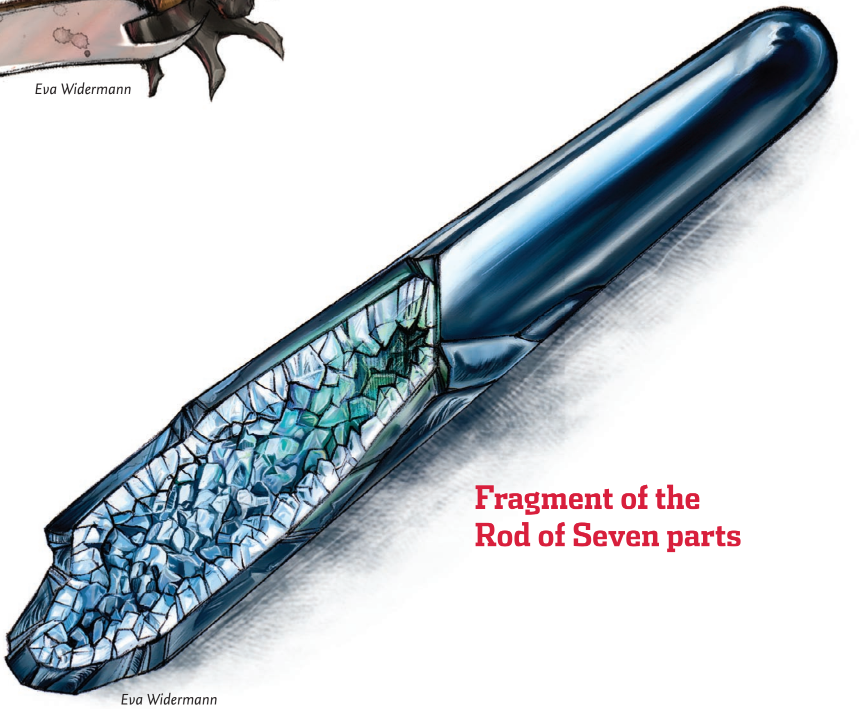


Augerric

Eva Widermann



Fragment of the Rod of Seven parts

Eva Widermann

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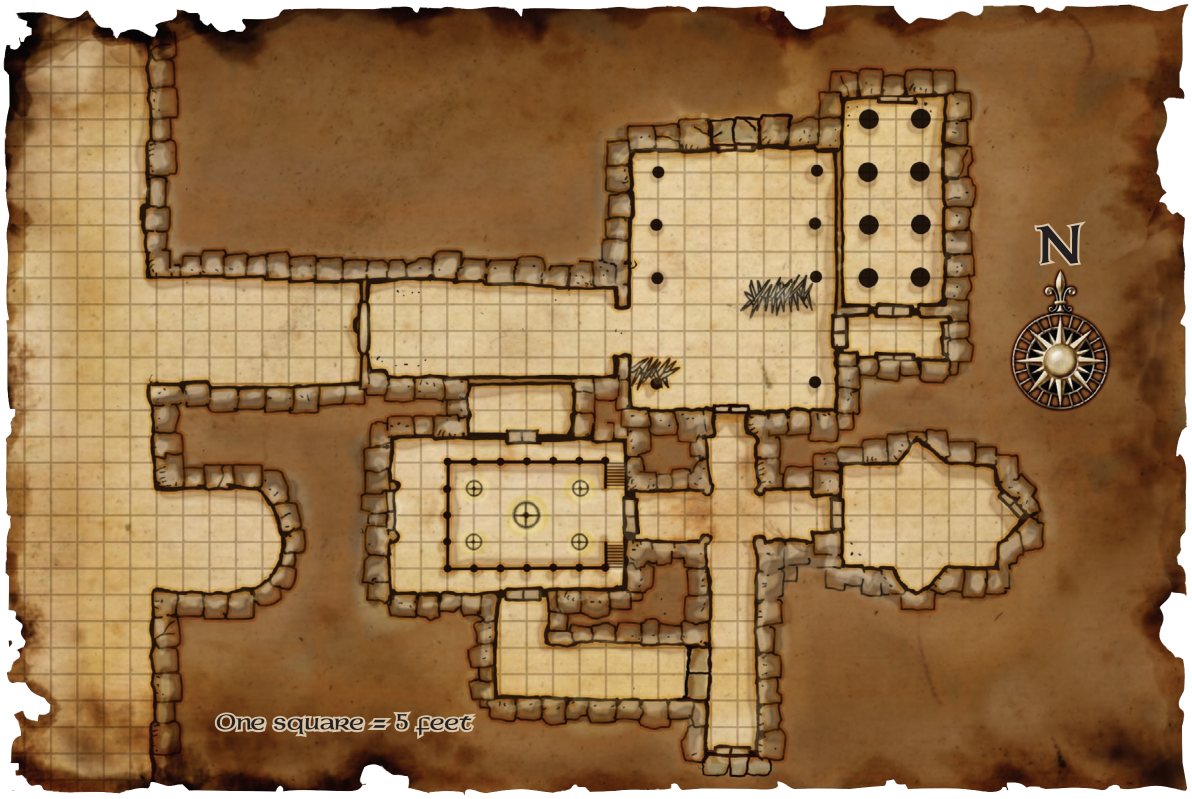
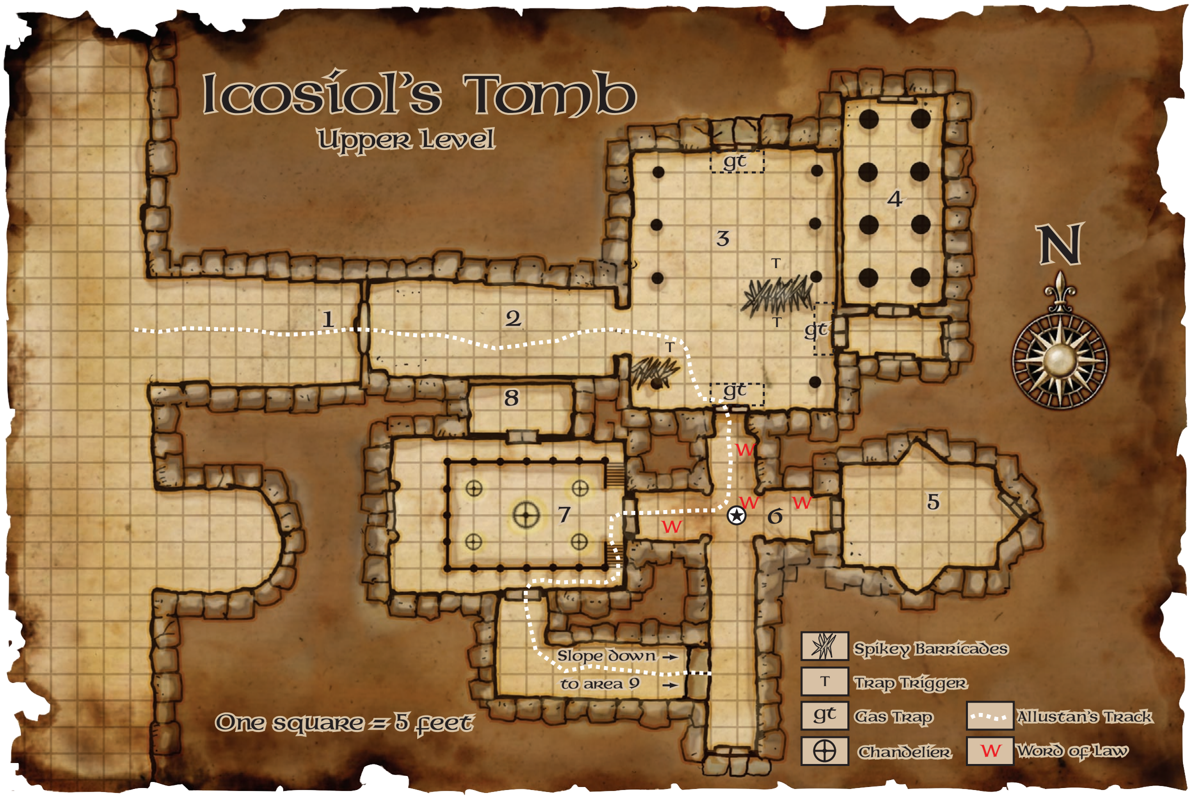

N
One square = 5 feet

Robert Lazzaretti


Icosiol's Tomb
Upper Level
1
2
3
4
5
6
7
8
gt
gt
gt
T
T
T
W
W
W
W
N
Slope down →
to area 9 →
One square = 5 feet
Spikey Barricades
T
Trap Trigger
gt
Gas Trap
⊕
Chandelier
Allustan's Track
W
Word of Law

Robert Lazzaretti

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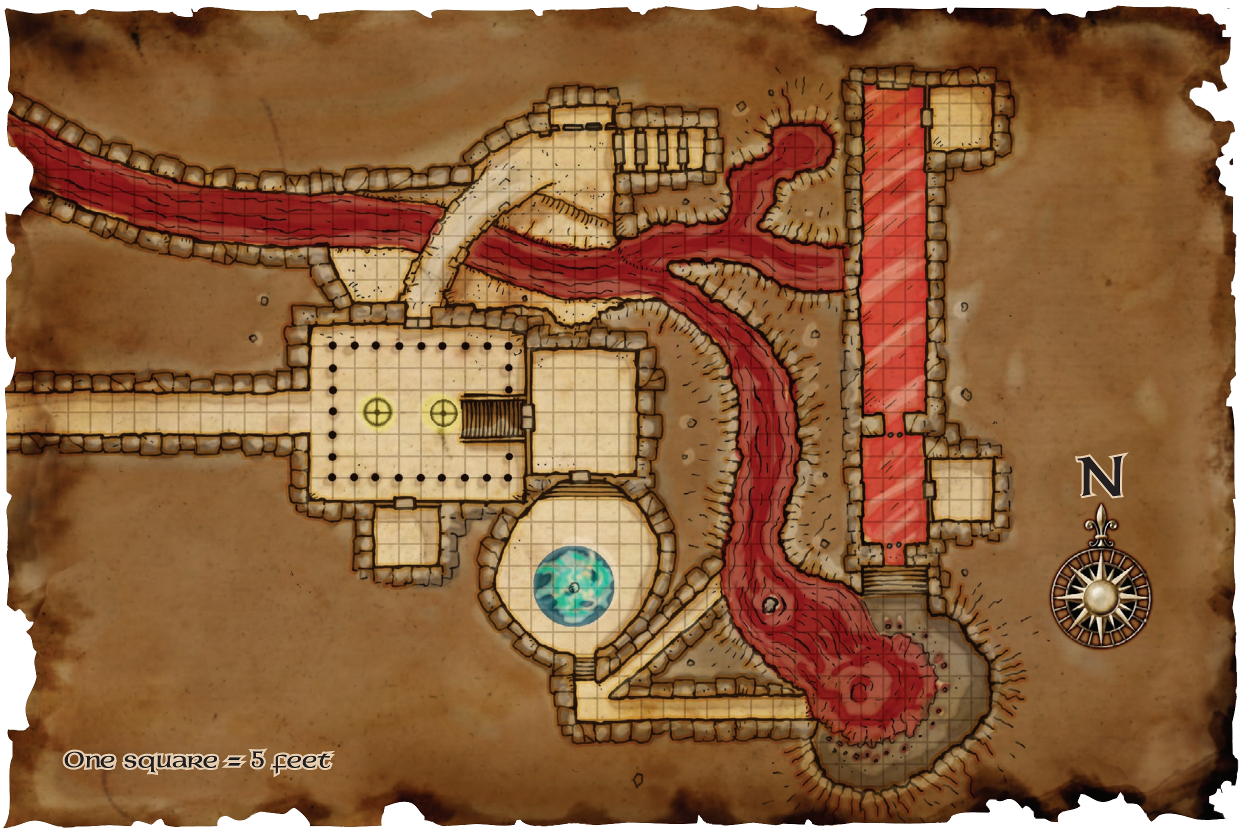
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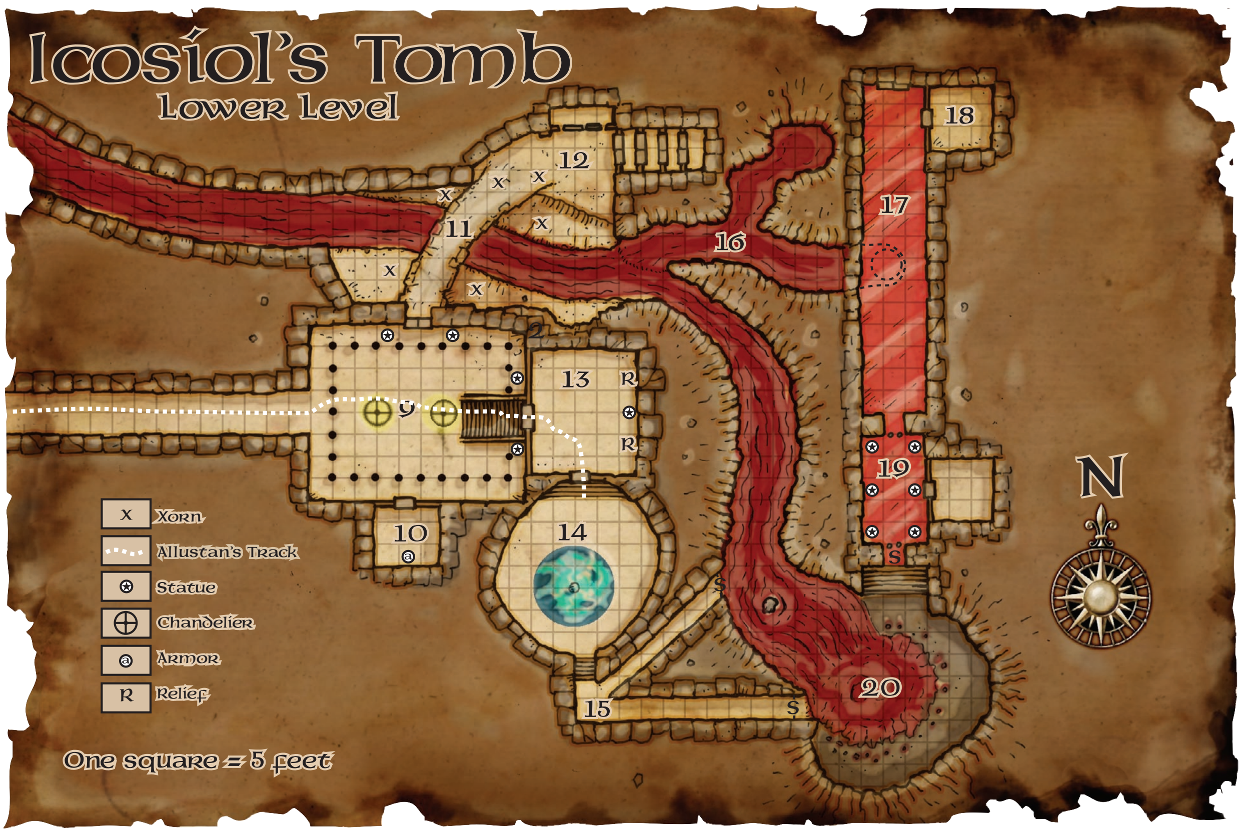
Icosiol's Tomb
Lower Level
9
10
11
12
13
14
15
16
17
18
19
20
X
R
S
X Xorn
Allustan's Track
Statue
Chandelier
Armor
R Relief
N
One square = 5 feet

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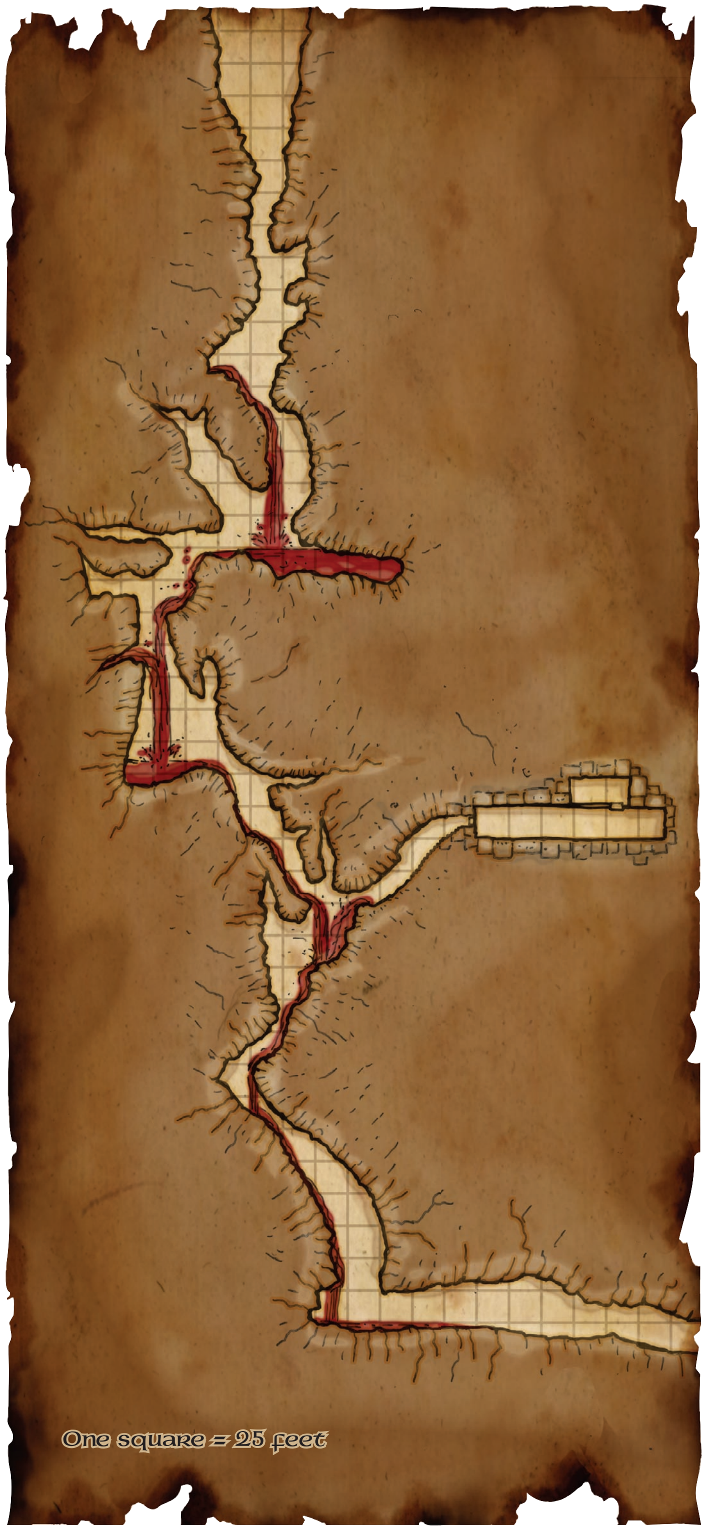
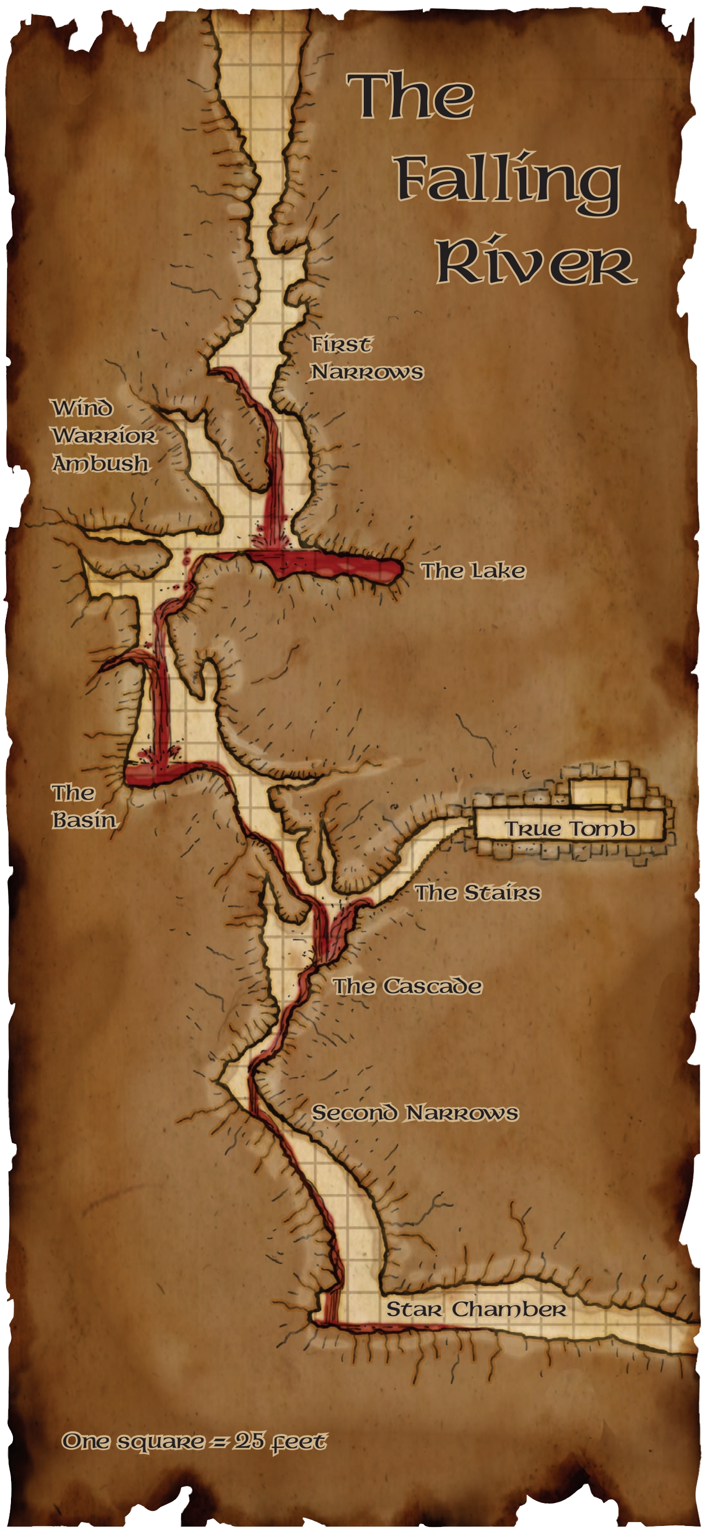

One square = 25 feet

Robert Lazzaretti


The Falling River
First Narrows
Wind Warrior Ambush
The Lake
The Basin
True Tomb
The Stairs
The Cascade
Second Narrows
Star Chamber
One square = 25 feet

Robert Lazzaretti

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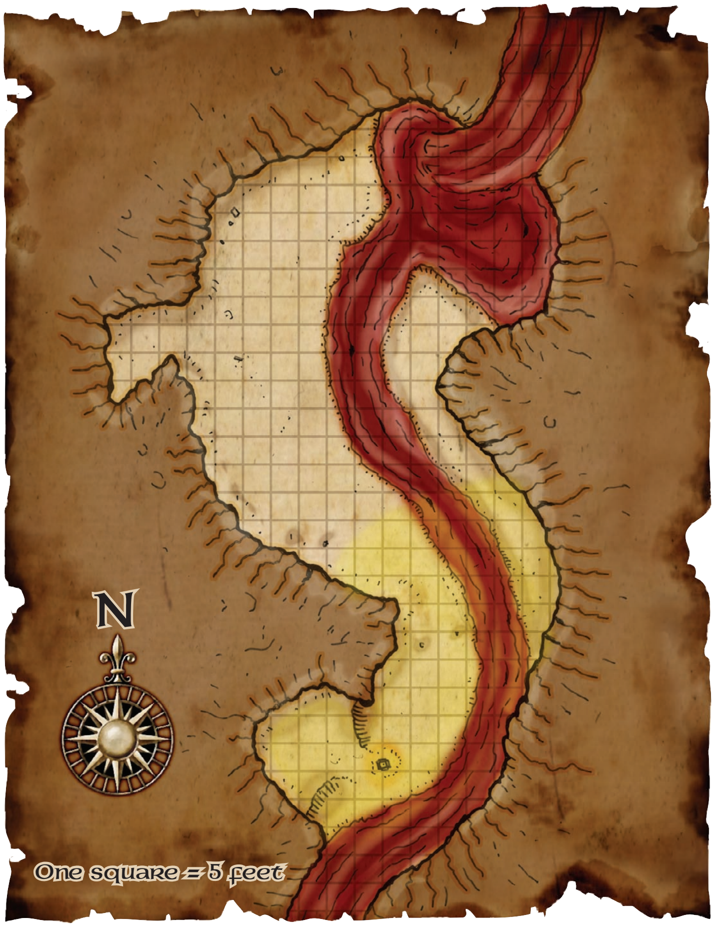
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One square = 5 feet

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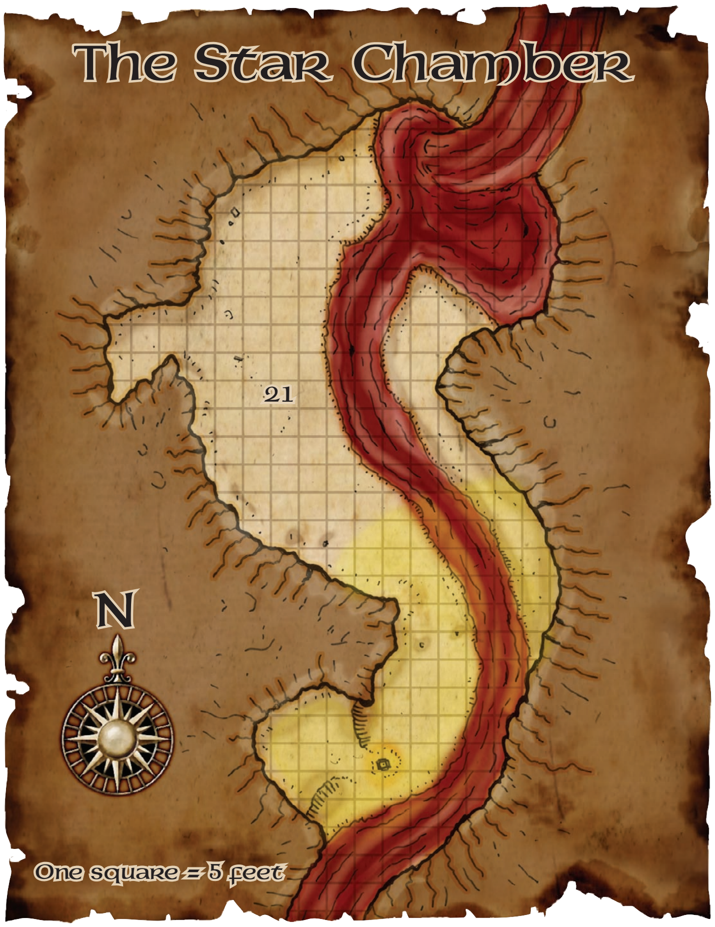
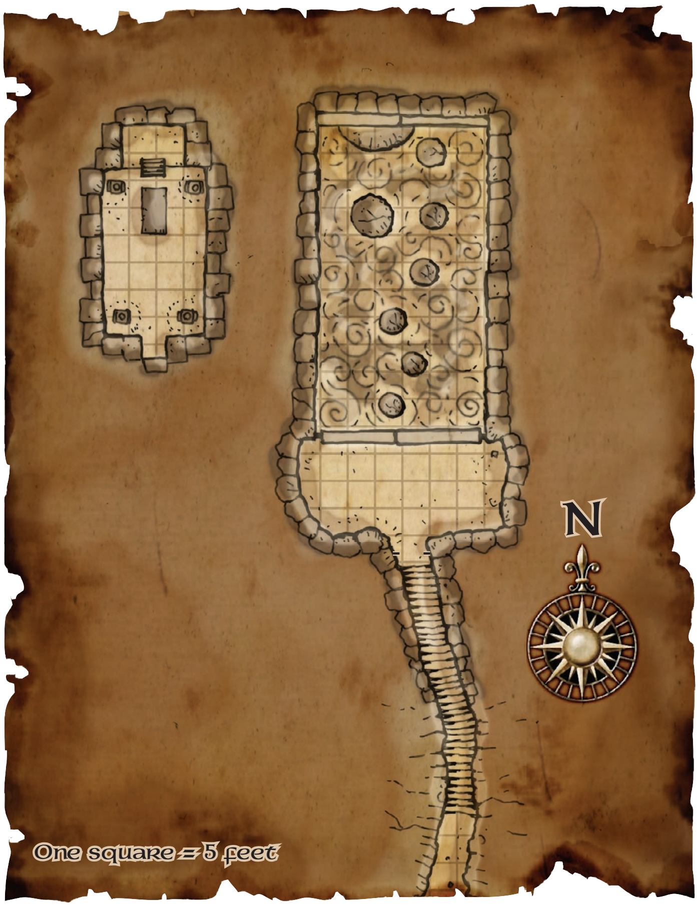

The Star Chamber
21
N
One square = 5 feet

Robert Lazzaretti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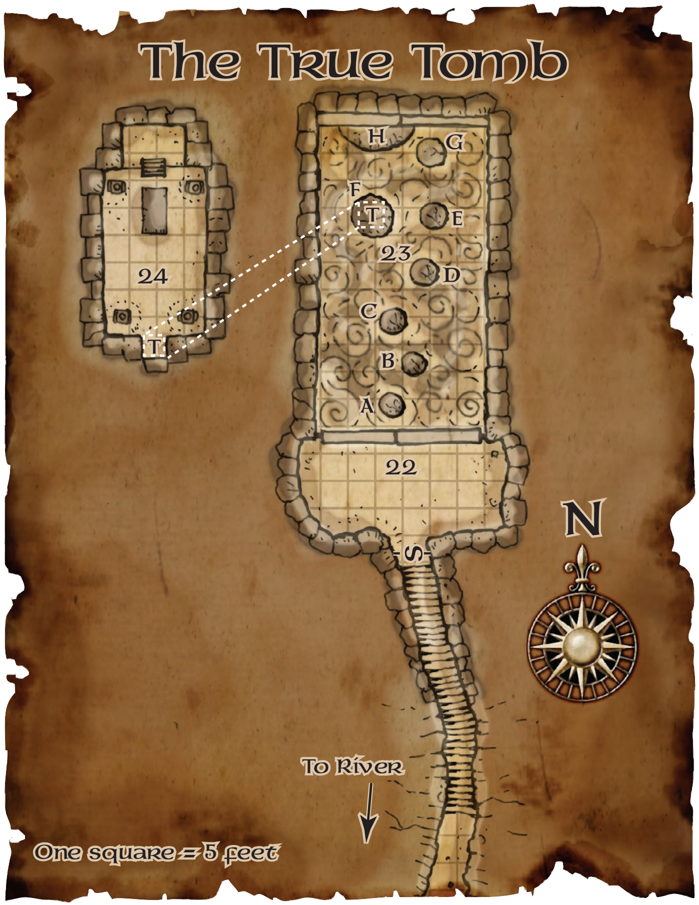
One square = 5 feet

Robert Lazzaretti


The True Tomb
H
G
F
T
E
23
D
24
C
T
B
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22
S
N
To River
One square = 5 feet

Robert Lazzaretti

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Joachim '05

AGE OF

WORMS

THE SPIRE OF LONG SHADOWS

Since the beginning of history, humanity has measured time in Ages. Ages of Glory and Ages of Dreams have risen and fallen, each with its heroes and sorrows. Now, one prophesied age is rapidly approching—an age of darkness, of decay, and of writhing doom. Thousands of years ago a mortal learned of this unborn age, and knew it was his destiny to rule it. Now he exists as dark thoughts of rot and deceit, his name spoken only in whispers by people ever fearful of his spreading influence. Kyuss, once mortal, stands poised to destroy an unknowing world. If unopposed, he shall usher in the Age of Worms.

"The Spire of Long Shadows" is a Dungeons & Dragons adventure designed for four 13th-level characters. It is also the seventh installment of the Age of Worms Adventure Path, a complete campaign consisting of 12 adventures, several "Backdrop" articles to help Dungeon Masters run the series, and a handful of poster maps of key locations. Your PCs should advance to 14th level at some point during this adventure, and will likely have enough experience to obtain 15th level by its conclusion. For additional aid in running this campaign, check out *Dragon's* monthly "Wormfood" articles, a series that provides additional material to help players survive this campaign. Early in this adventure, the PCs meet with the archmage Manzorian, who can provide them with access to strange and powerful magic to aid in their coming trials against Kyuss and his minions. Issue #339 of *Dragon* presents a magical pool owned by Manzorian that can give the PCs just the

BY JESSE DECKER
BY JOACHIM BARRUM, STEVE PRESCOTT, AND EVA WIDERMANN
BY ROBERT LAZZARETTI
AGE OF WORMS CALLIGRAPHY BY DARLENE
ADVENTURE PATH | HIGH LEVEL (13TH–20TH) | URBAN & DUNGEON CRAWL

edge they need to survive what awaits them in the Spire of Long Shadows.

Of course, you can also run "The Spire of Long Shadows" as a stand-alone adventure, or even as part of a campaign of your own design.

Adventure Background

Two thousand years ago, a man named Kyuss walked the earth as a mortal. Exiled from the wicked ancient empire of Sulm, Kyuss and his followers fled south to a vast jungle where they founded the city of Kuluth-Mar, a metropolis of monoliths and vine-snared idols to alien gods. Kyuss drove his people onward with tyranny and wrath, and preached of a coming apocalypse that would spare only those who followed his teachings. He spoke of an Age of Worms, and of prophecies engraved on vast metal plates that foretold this time of ruin. He led his people to Kuluth-Mar in search of these plates, for he believed that the architects of the prophecy lived nearby. Upon their arrival, his beguiled followers scoured the darkened jungle for these prophecies until they unearthed them.

The plates did more than confirm Kyuss' apocalyptic premonitions. They galvanized his followers to a new level of fanaticism. Yet while his people clamored for his blessings, Kyuss grew obsessed with the plates, and with the strange, six-armed figures depicted so prominently on some of them. The plates showed these creatures as absolute masters of arcane magic, and Kyuss saw distinct parallels with his own research into the mysteries of death. It didn't take long for Kyuss to discover the truth—these creatures still lived in the nearby jungle, where they toiled at great works of magic unparalleled by any other race. These were the spell weavers.

As Kyuss was preparing an expedition to a spell weaver enclave, he received a fateful visit. A spell weaver lich, a sinister creature steeped in necromantic lore, came to the city of Kuluth-Mar bearing a gift from a distant reality—a gift that would open the door to Kyuss' immortality. Resting in a jeweled, golden box was a single tiny green worm.

The lich spent long hours counseling Kyuss. At the lich's urging, Kyuss' reign grew ever more brutal. A tide of blood and woe surged throughout his domain as Kyuss did what he could to fulfill the tragic requirements of the prophecy. Many items of power were broken upon the altars of Kuluth-Mar. Items of holy might and unholy corruption were brought to curry favor with Nerull, the god of death. Kyuss' ability to create undead grew a thousand times more potent with the addition of the worm into his creations, for now his minions could themselves beget undead spawn, all of them beholden to the will of Kyuss.

Kyuss constructed a massive citadel to serve as the seat of his power. This was the Spire of Long Shadows, and at its peak he installed a massive monolith that would serve as a focus and a receptacle for the terror, fear, and adulation of his followers. His tyranny came to an end in a final bloody rite, wherein Kyuss bound the souls of all of his living followers into this dark monolith in an attempt to fuel his ascension into divinity. What Kyuss did not intend, however, was to wait an age and more for his time of dominion. For when Kyuss stepped out of the mortal realm, he found himself trapped within the monolith, a prisoner of his own power.

Kyuss' tale continued elsewhere, after an ancient dragon named Dragotha claimed the strange monolith as his own and carried it (and the imprisoned godling within) off to his lair far to the north. But the Spire of Long Shadows and the ruined city that surrounds it remain, a lingering testimony to pride and cruelty. More importantly the Spire represents a store of knowledge more valuable than any treasure to those who would seek to prevent the ancient prophecies from coming true.

Adventure Synopsis

Seeking answers to the riddle of the Age of Worms, the PCs come to the quiet coastal village of Magepoint to consult with the archmage Manzorian who dwells within a nearby island fortress. As they wait for the archmage to return from another endeavor, they'll have a chance to take some downtime. This might include recruiting a new cohort, crafting some magic items, or simply relaxing with friends. Soon, Manzorian returns from his extraplanar journey and the group can finally avail themselves of his lore.

Once they enter Manzorian's Fortress of Unknown Depths, the party gets a glimpse of true arcane power, as the Fortress is the seat of the mighty archmage's strength. After relating their tale to Manzorian, the group is sent to a distant southern jungle on the trail of Balakarde, a wizard and former companion of Manzorian. The archmage has a fragment of Balakarde's journal that suggests that a human named Kyuss lived in the area ages ago in a grim edifice known as the Spire of Long Shadows. Manzorian urges the group to investigate the seat of Kyuss' ancient power and to learn what they can of the coming apocalypse.

The rest of the adventure takes place in the southern jungles, among the ruins of Kyuss' ancient city. The adventurers fight their way through legions of Kyuss' undead followers as well as the horrid green worms that seem tied to both Kyuss' divine power and the coming Age of Worms. The adventurers learn much of the history of Kyuss as they explore these ruins, and by the end of the adventure have some sense of the horrors that lay in store for them and their world.

Adventure Hooks

If you're playing "The Spire of Long Shadows" as part of the Age of Worms Adventure Path, the PCs are asked by their old friend Allustan to bring what they know of the conspiracy involving the Ebon Triad and the spawn of Kyuss north to Manzorian, Allustan's old master. Allustan himself remains behind in Diamond Lake to spearhead the rebuilding of those parts of village that were destroyed by the dragon's attack during the previous adventure.

You can also use this adventure in a completely different campaign at a point where your PCs have uncovered the nature of their primary enemy but need to find out more about him. In this case, their research indicates that

Manzorian has information they need. In the end, the key information they're looking for should exist as an ancient book hidden somewhere below the Spire of Long Shadows.

If you're running "The Spire of Long Shadows" as a stand-alone adventure, Manzorian instead becomes the hook. He contacts the PCs with a request—he wants to learn more about the secrets hidden in the ruins of Kuluth-Mar, and sends the PCs there to explore and investigate.

Prelude: Danger on the Road (EL 14)

At the end of "A Gathering of Winds" the PCs made an important discovery—a segment of the fabled *Rod of Seven Parts*. While this single fragment isn't particularly overpowering, it remains a potent magnet for trouble. As long as the PCs retain possession of the *Rod of Seven Parts* fragment, they'll be hounded by others who want the artifact for their own. Some of these others, like Manzorian, may try to purchase the fragment from them. Others aren't so friendly.

Creatures: However the characters decide to travel to Magepoint, an unpleasant surprise waits for them on the road ahead. The fragments of the *Rod of Seven Parts* never enter the world alone—they tend to be recovered quickly. The PCs aren't the only ones who have recently claimed a portion of the *Rod*. A powerful pit fiend named Visciannix recently came into the possession of the sixth fragment, and even as the PCs claimed the seventh from Icosiol's tomb, his agents were winging their way across the multiverse to do the same, guided to its location by the sixth.

By the time they reach the region, the PCs are already on their way to Magepoint, and Visciannix's agents decide to ambush them for the *Rod*. The exact nature of the ambush depends on the route the PCs take to Magepoint and the method of their travel. If the PCs plan on using *greater teleport* to travel to Magepoint, the ambush should take place shortly before they do so. The devils themselves use a *crystal ball* back in their lair (located somewhere quite distant from the Cairn Hills) to locate the PCs, and then use *greater teleport* to launch their attack.

Six devils in total ambush the characters, two barbed devils and four bone devils. The two barbed devils (Imaxian and Lyrisilak) hate each another but are forced to work together at Visciannix's command. Each commands a pair of bone devils, and their need to outdo the other is almost as driving a force behind this ambush as their pit fiend lord's orders.

Imaxian and Lyrisilak, barbed devils: hp 126 each; *Monster Manual* 51.

Bone Devils (4): hp 95 each; *Monster Manual* 52.

Tactics: The bone devils start the encounter under the effects of *fly* and *invisibility*. Once they teleport in, they start the combat by using *dimensional anchor* on as many of the PCs as they can to prevent them from escaping with the *Rod*. They follow up by using *walls of ice* to separate and isolate the PCs, and then swoop in to use their fear auras and melee attacks.

The two barbed devils ready actions to hit the group with an *order's wrath* and an *unholy blight* as soon as the bone devils use *dimensional anchor*. The next round, they reverse their spells, followed by *scorching ray* against spellcasters and *hold person* against fighter types. As the combat progresses, the devils demand the PCs hand over the *Rod* again and again.

As long as either of the barbed devils live, the bone devils do not retreat. If both barbed devils are slain, the bone devils retreat if brought below 20 hit points. The barbed devils retreat if brought below 10 hit points. All devils retreat if they manage to secure the *Rod* fragment the PCs carry.

Development: The loss of the segment of the *Rod of Seven Parts* doesn't mean that the characters are doomed to failure in the Age of Worms campaign. Far from it—the fragment represents only one possible tool the PCs can use to defeat Kyuss in "Dawn of a New Age" (the final Age of Worms adventure). If the PCs wish to try to reclaim the stolen artifact, you can use another short adventure from DUNGEON that features devils or cultists (such as issue #111's "Strike on the Rabid Dawn") to stand in for a short side-trek in which the PCs attempt to reclaim the stolen artifact before the devils have a chance to ship the *Rod* off to Visciannix.

The pit fiend Visciannix has no further role to play in the Age of Worms, unless you wish to use him as a personalized recurring villain. His interest in the *Rod* fragment never wanes. Constant skirmishes against his servants (should the PCs choose to keep the *Rod* fragment) provide a means for you to work additional encounters into almost any of the subsequent Age of Worms adventures. These encounters make an excellent way to provide opportunities for groups that fall behind in experience points because of character death and resurrection. They also allow you to introduce more tension and urgency into an adventure should the characters find the challenges a little too easy. If the characters are having an easy time in a future dungeon, their lives will get a lot more interesting when devils start teleporting in and attacking them while another fight is already in progress!

PART ONE: MAGEPOINT

Gentle hills and full green trees cradle the southern reaches of the coastal village of Magepoint. Wide streets, plentiful greenery, and pleasant wooden buildings speak of peace and ease, yet the community buzzes with activity. Clearly the village prospers. North of the village lie the dark blue waters of the Lake of Unknown Depths, and rising from a rocky island about half a mile out is a pale blue castle surrounding a tower capped with a vast faceted dome that glitters like a blue jewel. A twenty-foot-wide stone causeway runs from the village shore all the way out to this castle.

A community shaped and defined by the presence of an archmage, the village of Magepoint offers myriad portals to adventures of surprising breadth and difficulty, a result of the many visitors seeking Manzorian's advice on a range of problems. Magepoint has grown considerably in recent years, its growth spurred by a combination of untapped economic potential, readily available land, and the safety that comes from living within the shadow of Manzorian's power.

After all but one of his clones were destroyed by a treacherous ally several years ago, the archmage's return to Magepoint has ushered in a time of prosperity for the village. Now the village seems caught between its small, pastoral roots and its growing importance to the outside world. Should things continue as they have for the past few seasons, Magepoint might soon gather enough power and wealth that nearby kingdoms would be tempted to struggle over such a prize. So far, the individual might of Manzorian and his followers has kept even the most aggressive rulers from looking too closely at the peaceful community. Tension continues to rise in and around the village of Magepoint, even as it retains the slow and easy feel of its agricultural roots. Should you wish to introduce a side adventure or draw the PCs further into the events of your campaign world, Magepoint serves as an excellent home base for the players as they grow in power and offers many opportunities for the characters to build contacts with the mighty.

Magepoint is an adventurer's haven. Many retired explorers and adventurers call the peaceful community home, and as a result the average level of its inhabitants is unusually high for a settlement of its size. Magepoint houses many small shops well equipped to meet the needs of the adventurers, diplomats, spies, and couriers who stream in and out of the community with surprising frequency. Because of its attraction to a wide variety of those seeking adventure and information, Magepoint is also an excellent place for characters to find a cohort or hireling, gather information and rumors, and learn of the goings on in the wider world. A large temple-library houses a massive collection of tomes covering arcane knowledge, religion, history, and other topics. Scholars travel from all over the world to study there.

Note that Archmage Manzorian is a tremendously powerful character—in fact, he's one of the most powerful NPCs the characters are likely to encounter during the Age of Worms, and he's certainly the most powerful NPC sympathetic to their cause. Handle him with care. You don't want the PCs to come to depend on him too much, but his presence shouldn't be downplayed.

Magepoint (village): Magical; AL LG; Population 530; 15,000 gp limit*; Assets 397,500 gp; Mixed (80% human, 5% half-elf, 5% elf, 4% gnome, 3% halfling, 3% other).

Authority Figures: **Archmage Manzorian** (LG male human wizard 16/archmage 5); **Celeste** (CG female ghaele eladrin bard 4); **Cymria of Celadon** (CG female elf fighter 1/wizard 5/eldritch knight 7); **Agath of Thrunch** (NG male human cleric 19).

*Magepoint's gp limit is much higher than normal for a settlement of this size. This is due primarily to the fact that there are a lot of high-level NPCs in town, and as a result potent magic is more readily available for purchase here than normal. In addition, given a few days' advance notice, most of the shopkeeps here can special order more expensive wares from the nearby Free City. In this manner, items worth as much as 100,000 gp can be purchased. As always, you should feel free to limit the exact type of items available as you see fit for your campaign.

Waiting For Manzorian

Of the many things that makes Magepoint interesting to adventurers of the PCs' stature, the dozen or more influential individuals that make infrequent visits to Magepoint to exchange ideas and news certainly rank as one of the most important. These government officials, powerful spellcasters, priests, and noted warriors use Magepoint as a safe and out-of-the-way place to exchange ideas with their peers. The protective presence of the archmage means that they can travel light, bringing their problems and adventure leads to Magepoint on a frequent basis. More often than not the problems are of a magnitude likely to interest adventurers of levels 10 and up, as these subtle power brokers deal only in situations of significant import and usually require adventurers gifted with discretion as well as combat prowess.

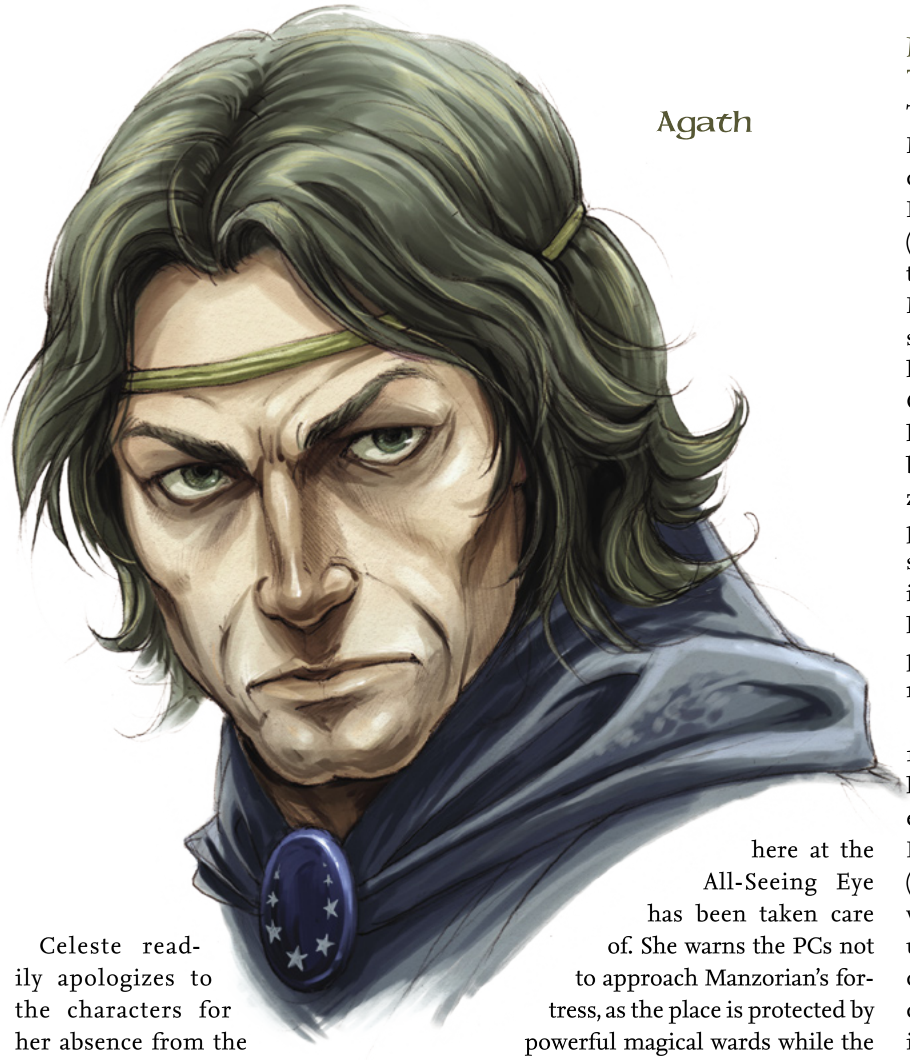
When the PCs first arrive in Magepoint, Manzorian is not present—he's finishing off important business on another plane. Anyone in town can tell the PCs this—they can also tell them the archmage is expecting their visit and has left word that they are to wait in town for his return. They'll be directed to Magepoint's only inn, a cozy and comfortable establishment called the All-Seeing Eye. The PCs won't need to pay for their stay—Manzorian has seen to their needs and has arranged both room and board at the All-Seeing Eye for them.

The amount of time the PCs need to wait for Manzorian is not set in stone. If they wish to craft magic items or learn spells, they'll have time to do so. Likewise, they'll have plenty of time to explore the town, meet the locals, and perhaps even recruit a cohort.

Inn: The All-Seeing Eye

Equipped to cater to the nuanced tastes of powerful visitors from all over the world, the All-Seeing Eye rivals the finest inns and eating houses of the Free City. The sprawling three-story building houses a collection of well-appointed rooms, a grand ball room, two skilled chefs, and many other minor comforts expected by the rich and powerful.

Celeste (CG female ghaele eladrin bard 4), the enigmatic woman the PCs last met in the Free City just before the Champion's Games, awaits their arrival at the All-Seeing Eye. When the PCs arrive at the inn, she greets them with a smile and leads them into a small meeting room behind the bar, where the PCs may be shocked to see the sage **Eligos** (LN male human fighter 2/wizard 7/loremaster 1); whom they discovered had been murdered at the end of "The Champion's Belt." Also present is a tall, thin elf woman with a lean, almost wolfish look. This is **Cymria** (CG female elf fighter 1/wizard 5/eldritch knight 7), one of Manzorian's most trusted confidantes. Cymria has been Manzorian's eyes and ears in the village of Magepoint for years, serving the dual purpose of silently backing the village's leaders with Manzorian's might and screening those who wish an audience with the archmage.



Agath

Celeste readily apologizes to the characters for her absence from the Free City after Eligos was murdered. Cymria, through Celeste and Eligos, already knows much of the PCs' quest and is eager to talk with them. She asks for details concerning what the PCs have learned so far of the Age of Worms, and once she's satisfied she tells them she'll contact them the instant Manzorian returns from his business on Arcadia.

Eligos is quiet during this meeting, but greets the PCs with something akin to relief as they enter. Having been returned to life by Agath of Thrunch, Eligos has completly recovered from the attack in the Free City that saw him slain. He has little to say at this point, and tells the PCs that if they can wait until the audience with Manzorian, all will be made clear.

Until Manzorian's return, Celeste tells the PCs that they've got free run of Magepoint and that their room and board here at the All-Seeing Eye has been taken care of. She warns the PCs not to approach Manzorian's fortress, as the place is protected by powerful magical wards while the wizard is away.

Many of the patrons of the All-Seeing Eye take gaming seriously, and a wide variety of games are played throughout the inn. However, two games, Dragonchess and Three Dragon Ante, garner the most attention. Skilled players of these two games have the ability to create connections and contacts with many of the powerful visitors to the community.

Dragonchess: Many scholars and intellectuals view dragonchess as the game of choice for those who regard themselves as serious thinkers. Several skilled players visit the All-Seeing Eye frequently, and there is usually at least one prominent game played each evening.

Three Dragon Ante: Many customers enjoy betting their silvers over a game of Three Dragon Ante, and players can always find a low-stakes game or three at various tables in the inn.

Magepoint's Library-Temple

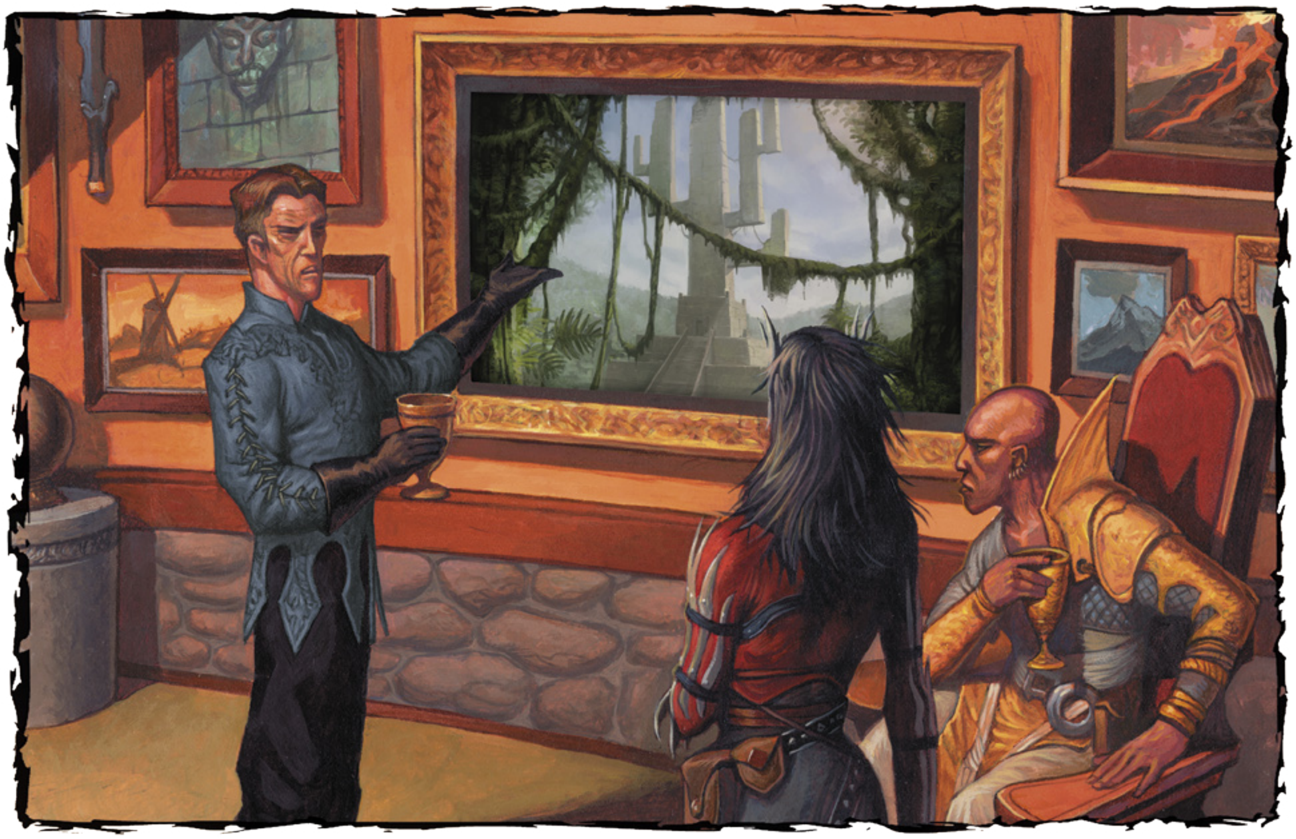
The most important place of worship in Magepoint is this library-temple dedicated to several neutral-minded deities. Its acting caretaker is **Agath of Thrunch** (NG male human cleric 19), an expert on the nighttime sky who recently came to Magepoint to compare notes with the scholar-priests of the temple. Agath has long been an ally of both Manzorian and Celeste, and he returned the sage Eligos to life at Celeste's request. Despite his strong bonds of friendship to Celeste and Manzorian, Agath remains cool toward the player characters. He sells his spellcasting services at the normal prices described in the *Player's Handbook*. A dozen priest-librarians assist Agath, with visiting priests and scholars often swelling the number beyond twenty or more.

The temple-library houses more than 10,000 volumes of arcane and historical lore, granting a +6 bonus on Knowledge (arcana), Knowledge (religion), Knowledge (history), and Knowledge (the planes) checks made within it. A week's pass to peruse the library's volumes costs only 100 gp. The temple's cenobites waive this fee for those they consider true scholars (and who can impress them with a DC 30 Knowledge check of any type), but double or even triple it for adventurers seeking a quick answer to some dangerous question.

Magic in Magepoint

Manzorian's Fortress of Unknown Depths (and to a lesser extent Magepoint itself) sits atop a mysterious wellspring of arcane power. The origins of this power are known only to a few, but many reap its benefits. This power is concentrated in the fortress, and even Manzorian himself has not yet mastered its full potential. Even so, arcane spellcasters flock to Magepoint to investigate or exploit this power.

All arcane spells cast within 1,000 yards of the Fortress of Unknown Depths can potentially make use of this power. To tap into this power a spellcaster must take extra time casting the spell, according to the following chart.



Normal Casting Time	Adjusted Casting Time
1 swift action (or less)	1 standard action
1 standard action	1 round
1 round	1 minute
1 minute	10 minutes

For spells with a casting time of multiple minutes, simply multiply the normal casting time by 10.

The spellcaster must also succeed at a Spellcraft check against a DC equal to 15 + the spell's level. If this check is attempted and failed, the spell is cast normally (but retains its extra-long casting time). If the check is successful, the spellcaster can apply the effects of one of the following metamagic feats: Empower Spell, Enlarge Spell, or Extend Spell. Doing so does not increase the spell's effective caster level.

This benefit affects only spells cast by an intelligent creature. It does not affect spells cast from items, including wands and scrolls, nor does it affect spell-like or supernatural abilities. These energies have no effect on magic item creation.

Intrigue in Magepoint

You can develop the following NPCs as you see fit to provide cohorts, competition, enemies, or anything in between for your PCs. None of these NPCs have a larger role to play in the campaign; they exist only as inspiration for your campaign or as adventure hooks for side quests you may wish to run.

Drace Krennit (NE male human fighter 11): Drace is a jealous garrison commander who resents that everyone looks to the archmage as the village's true protector. He was once a good man but has now fallen in with a group of spies sent by Iuz (or a similar despotic ruler from your campaign). Drace feeds them information about Magepoint and the Free City, but he's not yet committed any real betrayal of the region. He knows that he's doing something he shouldn't and is falling further and further into corruption.

Cannorial El'atherian (CG male elf ranger 8): Having traveled from the courts of Celene, Cannorial hopes to find adventurers capable of dealing with a green dragon that has recently been lurking in the depths of a nearby woodland.

Kelloran Blint (CN male human expert 8): An ambitious trader who wants to open more trade routes leading through Magepoint, Blint wants to gain the benefits of Manzorian's powerful presence as a deterrent to outside attack and blatant aggression from rivals, and at the same time plans to aggressively exploit the archmage's hands-off approach to the community by ignoring many trading laws.

Bronnok Holdstone (LG male dwarf fighter 7): A wanderer from the Duchy of Urnst, Bronnok knows the location of an ancient fortress known as Hellspike Prison, and believes that a group of powerful devils has taken up residence therein. He seeks a group of adventurers to aid him in clearing Hellspike of its fiendish occupants.

Audience with Manzorian

After the PCs have had a chance to rest and reequip for a few days, Manzorian returns from his travels to Arcadia and offers to meet with them. Cymria contacts the characters and lets them know that Manzorian will see them in the late afternoon of the following day, cautioning them to be respectful of the archmage and his fortress. The fortress itself can be reached by a half-mile-long stone causeway; Cymria warns against approaching the fortress by flight (since hundreds of trained bloodhawks flock to defend the place from flying intruders) or by teleportation (since all *teleport* spells cast within 1,200 feet of the fortress are immediately redirected to a *dimensionally locked* prison cell deep below the fortress if the caster fails a DC 30 caster level check). Cymria herself accompanies the PCs, as do Celeste and Eligos (since Manzorian has requested their presence as well).

A polite guard greets the players at the entrance to the fortress, quickly ushering them through the courtyard and into the beautiful central tower. Although far from ostentatious, the fortress and its keep speak subtly of great wealth and power. As the characters move through the fortress, currents of arcane power ripple through the air and even the fortress itself, a reminder that they enter the lair of an archmage. The guard politely gestures for the characters to proceed into Manzorian's study, quietly taking up a position a few feet down the hall from the entrance.

This long, airy chamber has a high ceiling and generous adornments. A deep blue carpet covers much of the floor. The walls are thoroughly covered by a wide range of paintings, each depicting a different exotic locale or dangerous region. The paintings are rendered with extraordinary skill, and seem almost like windows looking out on remote locations around the world. Several overstuffed chairs sit throughout the room, and at the far end looms a massive antique wooden desk, its surface a tangle of scrolls, books, statuettes, stone tablets, quills, vials of ink, and an expensive dragonchess set, its pieces arrayed in mid-game.

Manzorian waits for the PCs at his desk. A sixty-year-old man, Manzorian remains in good health but is not muscular. His hair is streaked with gray, and he has a prominent aquiline nose. His blue robes bear the sign of a thin scimitar, as this is a part of his coat of arms. Manzorian cares little for grand fanfare and meets guests in his study whenever possible. Observant PCs who have spent time with Allustan and have an interest in dragonchess may recognize the arrangement of the pieces on his board—this game in progress was against Allustan and has yet to finish, as the two wizards had a falling out several years ago and haven't spoken since. Waiting with Manzorian is a stern middle-aged human dressed in a black robe covered with stars. This is Manzorian's ally Agath, who is present to observe and to help evaluate the PCs.

Manzorian is a busy man. He has a great many individuals vying for his attention and normally does not grant an audience to unknown adventurers, but Allustan's message and Celeste's endorsement have convinced him to hear the PCs out. He listens intently, his expression darkening as the PCs' tale draws to a close. As they finish, Manzorian asks to look over any clues, documents, or other items the PCs may have collected over the course of the campaign that are related to the Age of Worms. He takes a few moments to examine them before he asks what it is the characters seek from him.

Manzorian knows a fair amount about the Age of Worms and Kyuss. You should roleplay the conversation between him and the PCs, making sure to convey the following information to them at some point during the discussion. It's best if this information is provided as the result of questions asked by the PCs, but if they don't ask, Manzorian tells them, at the very least, about Balakarde's trip to Kuluth-Mar.

The Age of Worms: "The Age of Worms is foretold in a prophecy that speaks of a coming apocalypse, an age of death and writhing doom. Normally such rumors should be dismissed—doomsday prophecies are typically the product of nothing more sinister than madness. This prophecy is different. It can be traced back, through various incarnations in books, tablets, and carvings on walls, for over two thousand years. It does not change in content during this time—it has not evolved through clumsy attempts of fanatics desperate to reword its predictions to support their agendas.

"This alone would be enough for it to merit further study. But even more interesting is the fact that in the last few years several of its predictions have actually come true. In one prophecy, it predicts the 'ruin by fire of a city built in a bowl in the spire's shadow.' Just last year, far to the south, the city of Cauldron—built in the caldera of a dormant volcano only a few miles from Kyuss' one-time home, the Spire of Long Shadows—was nearly destroyed by a volcanic eruption. Other prophecies speak of the recrudescence of the worm-eaten dead, the recovery of potent artifacts from ancient tombs, the destructive manifestation of an immense demonic tree in a distant city across the sea, the arrival of a 'Fane of Scales' amid a storm of wind and fire, and the cleansing of an evil taint from a city besieged in the past by giants.

"These events have all come to pass, and quite recently. In fact, there are only two prophecies remaining to be fulfilled. The first of these mentions the reunification of a tripartite spirit—I assume this is a nod to the goals of the Ebon Triad. The second remaining prophecy reads: 'And on the eve of the Age of Worms, a hero of the pit shall use his fame to gift a city to the dead.' I believe this last line may have been speaking of Loris Raknian (certainly a hero from the gladiator's pit) and his recent attempt to sacrifice thousands at the end of the Champion's Games. Yes, I've heard of this, and I know you played a role in its prevention. It remains to be seen if your actions actually made a difference or not, but it would be foolhardy to assume that those who are trying to fulfill the prophecies will abate their efforts."

DM's Note: Here, Manzorian is misinterpreting the prophecies. The mention of a "tripartite spirit" does not refer to the Ebon Aspect's overgod, but to the fractured ghost that the PCs will encounter in "Into the Wormcrawl Fissure" (a future Age of Worms adventure). As for the second prophecy—while Raknian's attempt to sacrifice thousands during the Champion's Games certainly could have fulfilled this prophecy, its actual subject is the possible ruin and destruction of the city of Alhaster, which is detailed in the climactic adventure in this campaign, "Dawn of a New Age."

The Ebon Triad: "The Ebon Triad seems to be involved, at least on some level, with most of the events associated with these prophecies. Their involvement merits further investigation, although I believe that they may in fact themselves be little more than agents for a larger power—perhaps Kyuss himself. Certainly, their goal of unifying Hextor, Erythnul, and Vecna into one overgod seems ridiculous, although as far as the Age of Worms prophecies about this tripartite spirit are concerned, it seems that the actual manifestation of an Overgod is not what is being predicted as much as it is predicting the heretical beliefs of the cultists themselves."

Kyuss: "Kyuss is an enigma—what we know of him is sparse. We know that he was once a mortal, a powerful priest who ascended to godhood. He ruled a city named Kuluth-Mar far to the south, and was famed for the creation of undead. A former companion of mine, a wizard named Balakarde, made an extensive study of Kyuss and his ways. You might even say he was obsessed with Kyuss."

Balakarde: "When Balakarde learned Kuluth-Mar was the likely location of Kyuss' divine apotheosis, he could barely restrain himself. I cautioned him against going to investigate the ruins. One does not simply teleport into an unknown region without doing some research. Yet Balakarde wouldn't listen. He left immediately, returning two weeks later with a wild look in his eye. He wouldn't say much of what he'd found there, and before he moved on he asked me to hold on to some of his notes. He promised to return later and tell me more, but that time was short and he had to head north to follow a new lead. He vanished without a trace not long thereafter. I intended to try to track him down, but unfortunately, other events conspired to take my attention away. I suspect he is dead now. Or worse."

Kuluth-Mar: "The notes Balakarde left with me are unfortunately rather sparse. They confirm that Kuluth-Mar is located in the Amedio Jungle, far to the south, and estimate that Kyuss ruled the city more than two thousand years ago from a fortress called the Spire of Long Shadows. Balakarde believed that this spire was the site of Kyuss' ascension to godhood. Kyuss built a ziggurat to serve as the foundation of the Spire of Long Shadows. Balakarde writes how the ziggurat was a powerful magical focus for the ritual that propelled him to divinity. Much of Kyuss' might has since left the city of Kuluth-Mar, but powerful undead servants and lingering touches of Kyuss' own miasma make the ziggurat a fell and dangerous place. Balakarde visited the ruined city several times, but never penetrated the spire itself. I never found the journal pages that described his earlier visits."

Artifacts: "The Age of Worms prophecy predicts that several major magical artifacts shall surface in the months before the end. It does not indicate that these artifacts have a role to play in the realization of the Age of Worms itself, only that their appearance marks that the time is near. I know of several that have surfaced of late; the *Black Blade of Aknar Ratalla*, the *Tome of the Black Heart*, the *Obsidian Eye*, the *Dread Forge*, the *Bindings of Erivatius*, and now, as I'm sure you're aware, a fragment of the *Rod of Seven Parts*. I'm sure that more are to come."

Manzorian's Offer

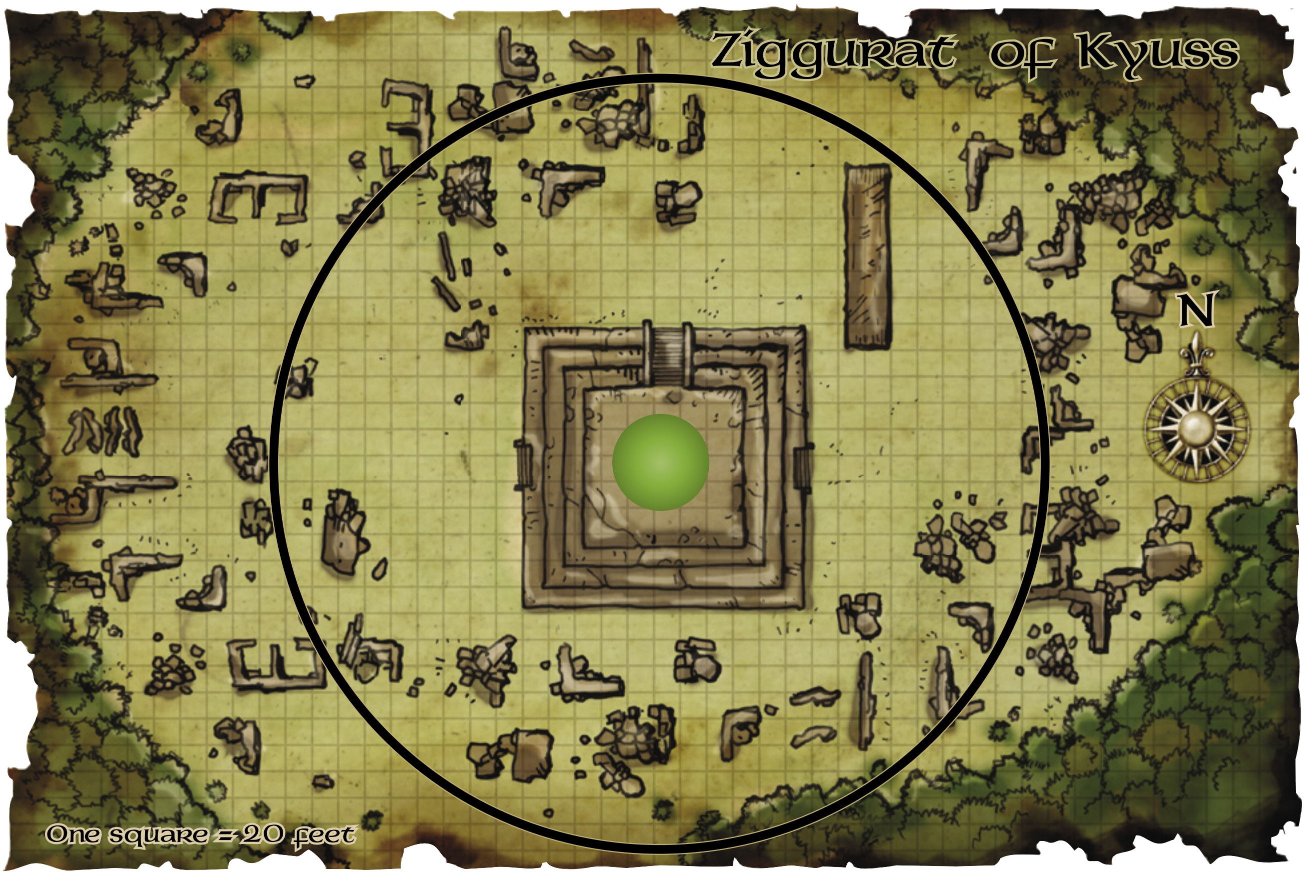
When the PCs have asked all the questions they wish, Manzorian has an offer for them. He points out that the recovery of the *Rod of Seven Parts* fragment has likely placed the party in even more danger than before. Worse, if the fragment falls into the wrong hands at this critical point, the results could be disastrous. To aid the PCs, he offers to take the *Rod* fragment off their hands and store it in his vault. If asked, he readily admits that owning a fragment of the *Rod* appeals to him greatly—he won't hide the fact that greed is part of the reason for asking for the fragment.

In return for the *Rod*, he offers each of the PCs their choice of a number of powerful magic items from his personal stores, personalized for each PC. Each of these magic items has more powerful effects than the *Rod* fragment (which, in fact, does little more than allow the casting of *heal* once per day—a standard magic item that does this would only cost a little more than 25,000 gp). The *Rod* fragment's true value is in its potential. Nevertheless, if the PCs wish to keep possession of the *Rod* fragment, Manzorian respects their wishes (albeit with a little disappointment). PCs who choose to keep the *Rod* fragment may find additional options open for them at the end of the Adventure Path, but those who instead opt for the personalized magic items should find that *getting* to the end of the Age of Worms Adventure Path is a bit easier. In the end, either choice works—allow the PCs as a group to make their decision.

Manzorian has an astounding array of magic items available to choose from. You can handle this in one of two ways. The simplest way is to simply let each PC choose a single magic item worth no more than 40,000 gp from the *Dungeon Master's Guide*. A more interesting way is to look at your party and concoct a list of special magic items, either ones you've harvested from other D&D books or ones you've invented on your own. Keep the rough value of each item as close to 40,000 gp as you can, and make sure to pick items that your particular group of PCs would like. As a bonus, Manzorian offers to cast *polymorph any object* on the magic items once the PCs have chosen; this lets the character personalize the appearance of his choice however he sees fit.

PART TWO: IN THE SPIRE'S SHADOW

The PCs have learned as much as they can about Kyuss and the Age of Worms by reading and study—all that remains now is for them to follow in Balakarde's footsteps and travel to Kuluth-Mar to learn for themselves how Kyuss came to be. Manzorian points out that the best way to know an enemy is to know what made him—and what better place to learn of Kyuss' history than an expedition to the site of his divine apotheosis? While the PCs explore the ancient city, Manzorian intends to lead Agath, Eligos, and Celeste in a session of intense research on the Ebon Triad, Kyuss, and the cause of Balakarde's disappearance. The findings from this research combined with what the PCs can discover in Kuluth-Mar will show them what steps to take next.



If the PCs ask for Manzorian's help, the archmage states flatly that it wouldn't be wise for him to lend a hand. He's made some powerful enemies in his life, and were he to actively join in on the search for the truth behind the Age of Worms, these enemies would likely be moved to join the opposition. Best, for now, to maintain as much secrecy as possible.

When the PCs are ready to go, Manzorian directs their attention to the numerous paintings on the walls—to one in particular. These paintings are of significant locations of historical import throughout the world, and each is imbued with divination magic to aid in teleportation. A character who concentrates on a painting can then use magic like *greater teleport* to travel to the approximate vicinity of the location depicted, even if he hasn't been to the location in question. Kuluth-Mar is approximately 1,800 miles south-southwest of Manzorian's Fortress, so it'll take a *teleport* spell cast by an 18th-level caster or a *greater teleport* to reach the ruined city. If none of the PCs have access to such magic but can use scrolls (with Use Magic Device or via access to the Magic domain, for example) Manzorian provides the PCs with two scrolls of *greater teleport*—one to reach Kuluth-Mar and one to return. If no one can utilize scrolls, Manzorian (exasperatedly) volunteers to cast *teleportation circle* to send the PCs to the ruined city. Of course, with this option, the PCs will need to arrange for their own return to the north, possibly by visiting the nearby city of Cauldron to secure transport.

Of course, Manzorian understands if the PCs want to hold off on traveling to Kuluth-Mar immediately. He tells them that the painting of the city is available to them whenever they are ready, but warns them not to take too long in their preparations. The Age of Worms won't wait.

Kuluth-Mar

The air is thick with heat, moisture, and the cacophonous din of the jungle. Chirping birts, cries of hunting predators, and the incessant whir of insects combine to create an exotic song. The plants of the jungle press in, a wall of color and plantlife interrupted only by a twenty-foot gap in the undergrowth that looks out over an immense, bowl-shaped valley.

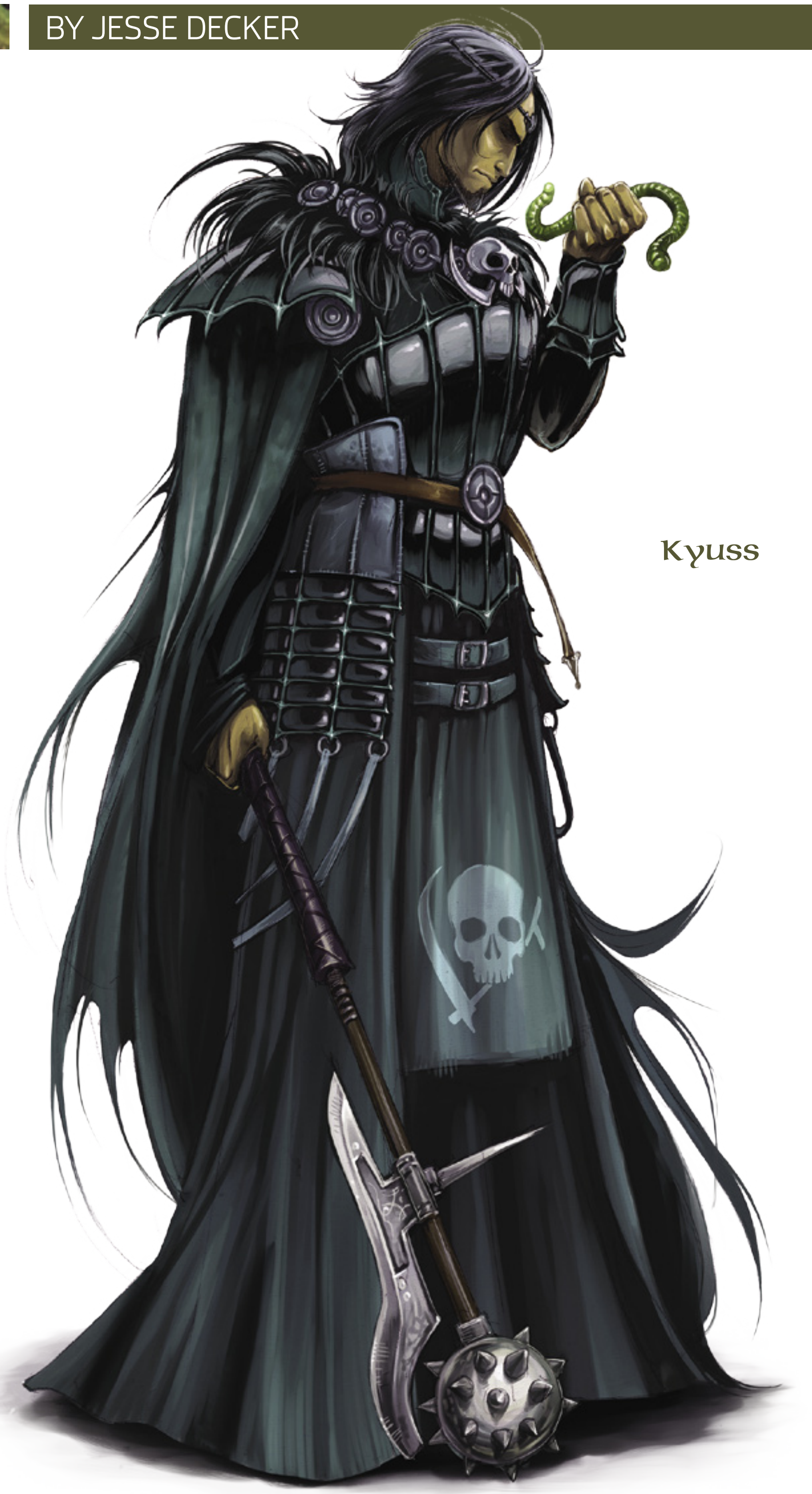
In this valley sits a ruined city. The buildings are in most cases little more than crumbling foundations overgrown with vines. In places, small copses of exotic trees have reclaimed the ruins, while elsewhere, some buildings still stand. The city's streets are visible only as faint lines where the undergrowth hasn't grown as thick. Yet as incredible the spectacle of this forgotten city is, it is dwarfed by what dominates its center.

Here, a giant ring of black rock circles the heart of the city, runes graven upon its surface. Within this ring rises an ancient stone ziggurat. Two openings into chambers within beckon on opposite sides of its base. Atop the ziggurat rises an unbelievable sight, a towering spire of stone shaped almost like a stylized tree or cactus. Arms project from the sides of the stone spire in mocking defiance of gravity, either a feat of divine engineering or the product of powerful magic. The apex of the spire is missing. Whatever rested at this forgotten peak is long gone.

The ruined city of Kuluth-Mar sits deep in the ancient Ameido Jungle. It was here that Kyuss gathered much of the power he needed for his ascension to godhood. The heart of the city still holds his corruption and houses secrets long lost to the rest of the world. These secrets have slumbered for centuries, a quiet blight upon the soul of the world. Now they stir, writhing and crawling their way out of the ground, harkening to the call of the prophecy that names the death of a world—whispers that announce the coming Age of Worms.

Kuluth-Mar housed more than thirty thousand inhabitants in its prime. The city lies in ruins now, all but a few of its central buildings shattered beyond habitation or repair. Vine-tangled cobbles line the streets and jungle plants wreathe ruined foundations. Although mostly empty, some wild animals have found a nook or crevice within the ruins, and a few large predators hunt the area, mostly skirting the city's edge and retreating to the jungle if threatened. Rarer still are the intelligent monsters that occasionally foray into the city for some fell purpose, seeking the ancient might that slumbers there. None cross into the center of the city.

In the city's heart, Kyuss' great ziggurat still stands, its power and mastery over the region dormant, but never fully extinguished. Atop the ziggurat stands the Spire of Long Shadows itself. It was from here that Kyuss ruled. The spire, along with the ziggurat upon which it rests, has been fenced in, for even the soil is corrupt. A great *obsidian ring*, its entire surface engraved with ancient runes of power, encircles the spire, holding within it the taint of Kyuss.



Kyuss

Visions of the Past

Over two thousand years later, the city of Kuluth-Mar and the Spire of Long Shadows still reel from the mighty energies involved in Kyuss' ascension from mortal to deity. Those who wander the area occasionally catch glimpses out of time, visions of the events culminating in Kyuss' grand triumph. As the characters explore the ruins of the ancient city and make their way through the chambers below the spire, they experience several such visions. Usually, these visions are triggered when a PC takes a particular action in a specific area, often keyed to the destruction of one of the ancient surviving guardians of the Spire. Each of these visions grants the PCs an insight into the nature of their enemy, and in some cases can provide clues on how to defeat him. Each time a vision is successfully activated, award the PCs experience as indicated—this models their discovery as a tangible award for uncovering such obscure bits of forgotten history.

A vision, once triggered, is experienced by all of the PCs. Time may seem to pass during the vision, yet in fact no time passes at all as the scene unfolds. Characters who fail to make a Knowledge check to interpret part of a vision may attempt to do so at a later date by researching the vision in a library or by consulting a sage, although in this case the DC for success increases by 5 since the PC must operate from memory.

Vision 1: King Kyuss

Activation: Entering the ruins of Kuluth-Mar.

> The ruins of Kuluth-Mar seem to be suffused with a strange taint that hovers just beyond the edges of reality. Like an oily stain spreading over a pool, a vision wavers in the air. Within the tainted energy is a man seated on a great throne made of green stone. He wears ornate plate armor, and a black circlet rests on his brow. Both the circlet and armor are adorned with silver symbols—an overlapping skull and scythe. The vision expands, widening its scope to reveal that the throne is located at the apex of the large ziggurat and in the shadow of the spire. The spire itself gleams with flashes of white light, and at its peak is balanced a fifteen-foot-tall black stone monolith shaped like a trapezoid. Around the ziggurat spreads a thriving city, its streets paved in white stone, its buildings painted and whole. Thousands of figures have gathered in the large open plaza that surrounds the ziggurat, all facing the figure seated at its center. Their cries are a rhythmic chant, surging like waves on the monolith's shore. As these cries rise in volume, threatening to shake the jungle apart, the vision fades and is replaced by the ruined city of today.

Knowledge (dungeoneering) DC 30: The man's armor matches that of the ancient Flan peoples, who once ruled the northern continent.

Knowledge (religion) DC 15: The man's holy symbol is an archaic symbol of Nerull.

Listen DC 20: The word chanted over and over by the crowd is "Kyuss."

XP: Award experience for witnessing this vision as if the PCs had defeated a CR 13 creature.

Exploring the Ruins

When the PCs arrive in Kuluth-Mar via teleportation, they appear in a section of jungle not far from the center of the ruined city. The map of Kuluth-Mar shows this central region, but does not encompass the entirety of the ruins. Yet even though this adventure focuses primarily on encounters within the center of the city and under the Spire of Long Shadows, the PCs could very well decide to explore the outer reaches of the ruins. Perhaps they'll do so to look for a safe place to camp for the night. Maybe they hope to find more clues about the nature of the Age of Worms (they won't, but that won't stop some groups from trying). Or perhaps they simply enjoy exploring lost cities.

In this case, feel free to spice up the exploration of Kuluth-Mar with some additional encounters. Listed here are a few sample encounters and mini-adventures the PCs can take part in during these explorations. Remember that all of the creatures that dwell in the outer ruins avoid the center of the city—likewise, the dangers of the core itself are contained by the *obsidian ring* that surrounds it.

North Quarter: Ballaxxus is a beholder that sees himself as the self-styled ruler of Kuluth-Mar. In truth, his influence encompasses only the northern quadrant of the ruins, and he has yet to test his rule beyond these borders. Ballaxxus has long held sway over a group of trolls. His elite troll scouts constantly scour the ruins for magical trinkets to bring back for their insane master to examine. PCs who explore the northern ruins are likely to encounter patrols of 1d4 troll hunters on just such a scavenger hunt. Ballaxxus has 24 charmed trolls in all, with four of them at his side at all times.

West Quarter: The west quarter of Kuluth-Mar was, until recently, fairly wild. The aftermath of recent events in the nearby city of Cauldron has resulted in a new arrival to the region—a kelubar demodand named Boshliwur who became stranded on the Material Plane when a portal to Carceri briefly opened in the skies above and he fled to this area to escape persecution. Boshliwur has spent the year since his arrival fortifying his lair in a partially collapsed dungeon below a ruined arena, and often explores the ruins above via *clairaudience/clairvoyance*, in search of new prey. He knows about Ballaxxus, and would like to destroy the beholder so he could have a chance to claim his small army of trolls as his own, but hasn't figured out a safe way to realize this plan yet.

South Quarter: Much of the southern expanse of Kuluth-Mar has flooded and transformed into a swamp. Water levels aren't that deep (rarely more than 5 feet) with clusters of collapsed, overgrown buildings constituting soggy islands. None have claimed lordship of this section of the ruins, and its watery reaches are home to all manner of wild beasts and monsters like giant crocodiles, manticores, hydras, and swamp-dwelling purple worms.

East Quarter: The primary inhabitants of the east quarter comprise a sizable tribe of yuan-ti led by a cabal of yuan-ti warlocks and evil druids. Their holdings are based close to the swampy southern quarter, with the jungle terrain to the north serving as a buffer between their numbers and the trolls who serve Ballaxxus.

The Obsidian Ring

A 5-foot-thick, 30-foot-high wall of obsidian rings the heart of Kuluth-Mar. On closer inspection, it becomes apparent that this ring was made from a single giant block of obsidian. An artifact of great power, the ring is featureless except for eldritch symbols that cover the upper rim, each of which glows as if lit from within by molten rock. The runes on the ring's surface are written in Draconic, and repeat a single phrase across its surface, "Kyuss forever bound." The ring can be touched or flown over without incident by any creature except a minion of Kyuss (including Kyuss worms, wormswarms, undead creatures, or living creatures corrupted by the Wormgod). Minions of Kyuss are instantly destroyed when they touch or pass over the artifact. Living creatures who are infested with Kyuss worms (including slow worms from "Encounter at Blackwall Keep") are instantly cured of the infestation when they touch or pass over the ring. A character with levels in the wormhunter prestige class (*Dragon* #338) feels uneasy when he passes over the barrier, but he is not otherwise affected. With the exception of the spell weaver lich Mak'ar (see area **13**), the ring does not block teleportation as a means of escape, and while over the years some of the creatures kept within have managed to escape by these means, most lack this ability and have been forced to dwell here for nearly 2,000 years, patiently waiting the Age of Worms to deliver them to freedom.

As Kyuss ascended to godhood, he became trapped in the monolith atop the Spire of Long Shadows that served as the receptacle for his apotheosis. At the same time, his favored followers achieved immortality as they were transformed into his undead minions. For many years, these undead minions were a true blight on the land as they sought ways to release their new god from the Spire of Long Shadows. Before they could realize their goal, a powerful tribe of wild elves allied with a host of ghaele eladrins against them. Those undead who survived were forced to retreat into the Ziggurat of Kyuss, where they took shelter. Unable to destroy the remaining undead, the elves and eladrins wove powerful magic to contain them, sacrificing themselves in the process. The result was the *obsidian ring*. The artifact can only be destroyed by a similar mass sacrifice by a host of eladrins and elves, by the advent of the Age of Worms, or by the severing the Spire's remaining connection to Kyuss (see area **13**)—until then, the most ancient of Kyuss' minions remain imprisoned within.

The *obsidian ring* encloses one large structure, the Ziggurat of Kyuss upon which rests the ruined Spire of Long Shadows. The ring also encompasses a large parade ground where Kyuss used to address his minions, both living and undead. The parade ground was once flanked by two long pavilions bearing symbols and imagery sacred to Kyuss' lord, Nerull. It was Nerull who granted Kyuss passage from the mortal to the divine, and Kyuss remained loyal to the lord of undeath for all of his mortal life.

The area within the ring is tainted beyond recall by the magic that Kyuss wielded to become a god. The presence is so great that tiny Kyuss worms, intent on devouring flesh and spreading the taint of undeath, writhe through the soil within the ring. Every handful of soil taken from the ground holds at least a few of these worms. While the worms are too slow moving to threaten most living creatures, any creature that is unable to move for any reason (or that sleeps on the open ground) must contend with the horrid worms crawling onto them and burrowing through their flesh.

Should a character become incapable of avoiding these worms, he risks infestation. Each worm is a Fine vermin with AC 10 and 1 hit point. It can be killed by normal damage or by the touch of silver. After one minute of contact with tainted ground, the worm burrows into its host. The worm deals 1 point of damage each round for 1d4+1 rounds. At the end of that period it reaches the brain. Once it reaches the brain it deals 1d2 points of Intelligence damage per round until either the worm is killed or the host dies (death occurs at 0 Intelligence). While in a host, a worm can be killed by either a *remove disease* or *remove curse* spell. A Small, Medium, or Large humanoid slain in this manner rises as a sword of Kyuss (see appendix) 1d6 rounds later. Any other creature merely disintegrates into rot.

DM's Note: Use your discretion on whether or not a character risks exposure to the worms in this manner. In general, mobile living creatures all should be able to avoid the worms simply by walking, but they should realize that rest here means death and that corruption fills the very ground on which they walk.

The Ziggurat of Kyuss (EL 14)

The Spire of Long Shadows was once the seat of Kyuss' mortal power. Its power has waned, but not vanished, and its broken halls will be reborn should the Age of Worms come to pass. The Spire rises indomitably from the peak of the great temple, a ziggurat in the city center. The temple rises almost 100 feet into the air at its central point, rising in steps like the ziggurats found in other parts of the Amedio Jungle. The spire itself rises another 120 feet above the temple's roof. As creatures approach the ziggurat, allow them a DC 25 Spot check. Success indicates that the PC catches a faint, shimmering glimpse of something dark at the peak of the Spire—this is a magical echo of the monolith that once contained Kyuss' physical body. Characters who wish to scale the Spire of Long Shadows can do so with a DC 20 Climb check. Characters who approach within 30 feet of the Spire's missing peak trigger Vision #2.

Kyuss' throne once sat in an open archway at the base of the Spire, but now nothing remains here but rubble. Two entrances into the ziggurat's interior can be found at ground level, one to the east and one to the west. Yet before the PCs can approach these entrances, they must contend with the ziggurat's guardians.

Creatures: The external guardian of the Ziggurat is Nezzarin, one of a group of four mortals who were close at hand during Kyuss' ascension into divinity. Witnessing this horrific event transformed them into unique undead creatures known today as the Knights of Kyuss. Nezzarin guards the entrances to the Ziggurat and the broken Spire of Long Shadows, keeping an unholy vigil for the return of his lord. If Nezzarin notices the PCs approaching the temple, he alerts the two eviscerator beetles who dwell within the upper enclosure at the base of the Spire, and the three undead immediately move to engage the PCs. This fight could take place at either entrance to the Ziggurat of Kyuss, or even in the grounds within the *obsidian ring*, depending on how fast the characters move to enter the temple.

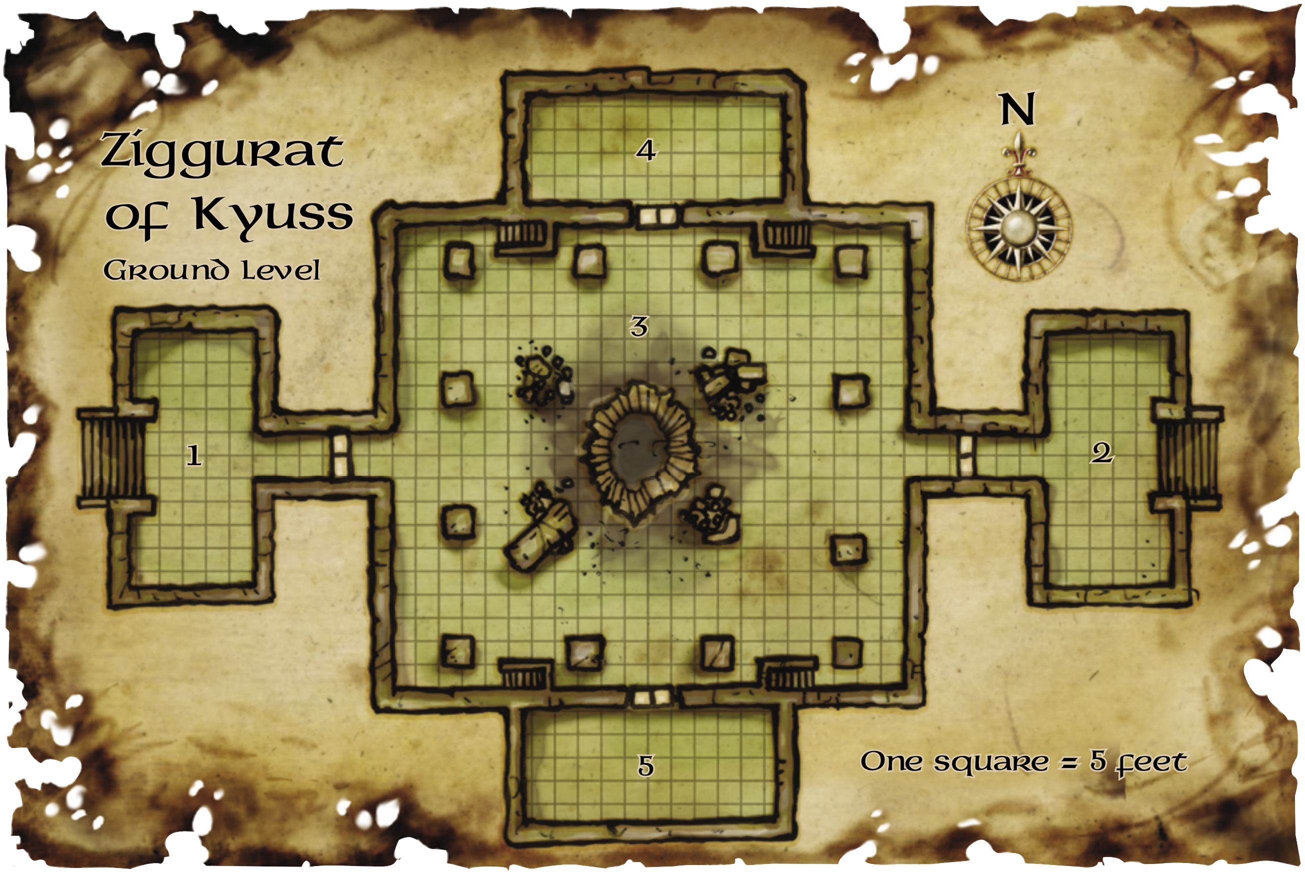
Nezzarin, Kyuss Knight: hp 184; *true seeing*; +20 on Listen, Spot, and Initiative checks; see Appendix.

Eviscerator Beetles (2): hp 117; see Appendix.

Tactics: Knowing that he lacks a powerful ranged attack, Nezzarin prefers to confront the PCs in a location that favors melee tactics. He may attack them once they've entered areas **1** or **2**, or he might wait to attack the PCs once they reach the top of the ziggurat. Nezzarin and the eviscerator beetles close with the characters, focusing their attacks on a single target if possible.

Vision 2: The Sundering

Activation: Approaching within 30 feet of the top of the Spire of Long Shadows.



The strange dark stain in the air wavers and then grows solid. The peak of the Spire of Long Shadows is restored, and affixed to this peak is a fifteen-foot-tall, three-foot-thick trapezoid-shaped pinnacle of black rock, ten feet wide at the base and five at the peak. The monolith of stone shimmers and vibrates with waves of energy, and something strange and horrible writhes inside its nearly opaque interior. Suddenly, a brilliant red wall of scales fills the view, and there's a terrible sound of crumbling stone. In an instant, an enormous red dragon is winging away to the north. The spire's peak is in ruins, and clutched in the dragon's talons is the monolith. The vision fades, and the dragon and its prize are gone.

Knowledge (arcana) DC 44: The dragon was an ancient red dragon.

Knowledge (history) or bardic knowledge DC 30: The dragon in the vision was none other than Dragotha.

Spot DC 25: The shapes writhing inside the monolith seemed to be made of worms—worms arranged in the shape of an enraged face.

XP: Award experience for witnessing this vision as if the PCs had defeated a CR 13 creature.

PART THREE: THE WORM'S TRUTH

The chambers within and below the Ziggurat of Kyuss are where the true secrets of the Wormgod's genesis lie hidden. There are two obvious entrances into these chambers, one at the eastern base of the ziggurat and one at the western base. Four hidden entrances exist as well; these are stairwells that wind down from the upper temple. The entrances to these stairwells in the upper temple are hidden by secret doors that can be located with a DC 25 Search check. They lead directly to area **3**.

The chambers themselves are ancient but exceptionally well-made; even after the passage of two thousand years, they remain sound and safe. The walls of the place are of reinforced masonry in areas **1–5**, and of hewn stone for areas **6–13** (with the exception of area **11**, which is of unworked stone). Doors are made of stone and are carved to represent a writhing wall of worms and grinning skulls.

Beneath the ziggurat, a small system of natural caves and carefully wrought chambers houses powerful minions of Kyuss along with lore crucial to understanding the Age of Worms prophecy. When Kyuss ruled as a mortal, a few of his most powerful and trusted minions, along with the priest himself, used these chambers to conduct foul experiments with unlife and explore secret rituals not to be trusted to lesser followers. The way down into these chambers was once a grand but secret stairway, concealed by the altar that Kyuss himself had dedicated to Nerull, his patron while he was a mortal priest. During the rite of Kyuss' ascension, however, both the altar and the secret stairway that it concealed were consumed in a great release of necrotic energy. This explosion of power left a gaping hole where the altar to Nerull once stood, a hole that reaches all the way down to the secret level below.

1. Western Entrance

The walls of this chamber are carved to depict an army of armored soldiers engaged in the ruin and destruction of a city of helpless men, women, and children. Buildings burn, blood washes the streets, and dark thunderclouds boil in the skies above. Above them all, directing the army, is an enormous figure dressed in plate mail. His face is cold and cruel, but also quite handsome. He wields an exotic polearm that combines the features of a pick, an axe, and a mace.

This chamber represented Kyuss' mastery over life. Before the city of Kuluth-Mar was sacrificed, Kyuss' living worshipers approached the central chamber via this route.

2. Eastern Entrance

The walls of this chamber are carved to depict an army of undead soldiers engaged in the ruin and destruction of a city of helpless men, women, and children. Buildings burn, blood washes the streets, and dark thunderclouds boil in the skies above. Above them all, directing the army, is an enormous figure dressed in a tattered dark gray robe. His visage is only remotely humanoid, a seething mass of worms in the mocking shape of a face, with vast, cavernous sockets for eyes.

This chamber represented Kyuss' mastery over death. Before the city of Kuluth-Mar was sacrificed, those minions who were transformed into undead servants in the Chamber of Ascension left the temple via this route.

3. The Chamber of Ascension (EL 14)

This once-grand chamber suffers from long neglect. The dark green stone floor of the temple lies broken in the center, giving way to a gaping pit. Writhing tendrils of sickening green vapor slither up from this pit only to break apart and fade before seeping much further into the room. Great pillars line the outside of the vast chamber, but those near the center of the room lie broken—blasted outward by whatever force caused the hole in the center of the room. Immense stone double doors stand in the center of each wall.

The main hall fills most of the ziggurat. The massive columns of stone that line the grand entrance support the 30-foot-high ceiling. It was in this chamber that Kyuss moved from mortal to divine, given power by foul ritual and the cruel will of Nerull. In the center of this chamber, where in ancient times Kyuss held court and performed vile magics, lies the spot of Kyuss' ascension. Broken pillars surround the spot, circling a gaping hole where once a grand stairwell descended into the lower levels of Kyuss' temple. Characters approaching the hole can sense its foul power, a lingering vestige of Kyuss' ascension. Good or neutral living creatures approaching within 30 feet of the hole feel this palpable evil and suffer a –2 penalty to all attacks, saving throws, and skill checks until they leave the area. This is an enchantment (compulsion) mind-affecting effect.

The hole itself is impressively deep—a noxious pit of rancid vapor that descends for 500 feet into area **6** below. The shaft's diameter recedes from nearly 30 feet wide at the top to only 8 feet wide as it exits through the ceiling of area **6**. The length of this shaft is pocked by dozens of 10-foot-wide cave openings—these openings lead to a complex labyrinth of 10-foot-wide tunnels that wind in a tangled maze through the surrounding stone. Characters can explore these tunnels and have a chance of finding some treasure once they deal with the creatures that dwell inside.

If the PCs make too much noise here, they'll attract the attention of the guardians who dwell in areas **4** and **5**. These guardians do not emerge to confront the PCs unless they are commanded to do so by Nezzarin, but do take the time to prepare for combat.

Creatures: A total of twelve worm nagas dwell in the tunnels surrounding the shaft, although at any one time the PCs should face no more than three. When the PCs descend through the pit into area **6**, they'll meet their first three worm nagas as the aberrations attack them from within their tunnels. Venturing into these tunnels brings a 50% chance of encountering 1d3 worm nagas with every 10 minutes of exploration.

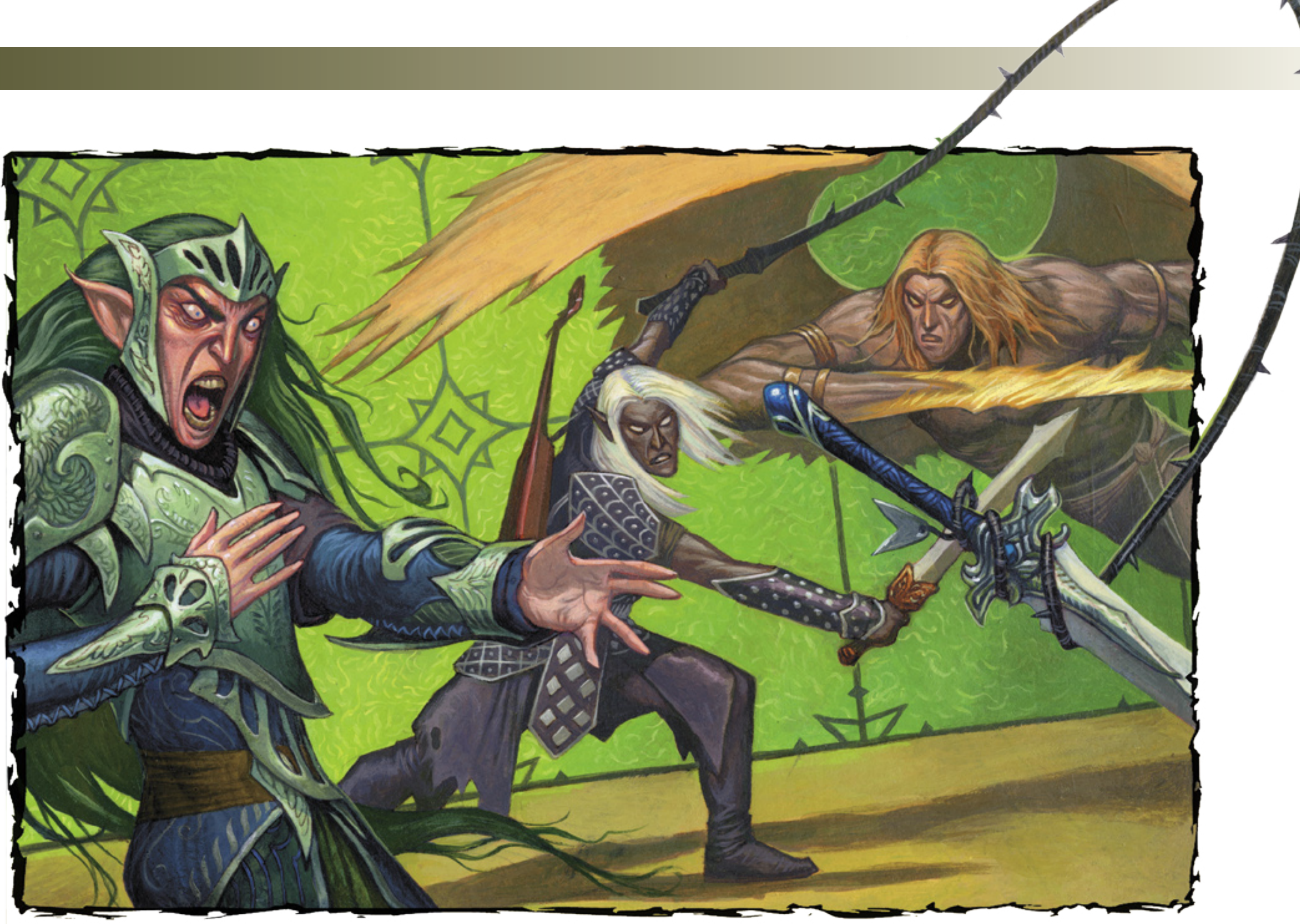
These nagas, living creatures subject to hunger and the other needs of the living, would have died out long ago if Kyuss' power did not pervade the entire area. Subsisting off of the endless supply of Kyuss worms that seemingly need no sustenance yet swarm and multiply within the confines of the ring, the nagas face a near-endless life of slow insanity under the constant force of Kyuss' divine will.

Worm Nagas (12, encountered in groups of 1d3): hp 126; see Appendix.

Tactics: The worm nagas attack from the entrances to their tunnels as the PCs navigate the shaft. The shaft is never so wide that a PC on the same level of a naga is out of range of its gaze attack. The nagas use *enervation*, *ray of exhaustion*, *blindness/deafness*, and *scorching ray* against PCs, or *dispel magic* if they use *fly* spells or similar methods of navigating the shaft.

If encountered in the naga tunnels, a single worm naga confronts the PCs while any others hang back behind it and cast supporting spells on the one in melee, utilizing ranged spells as they get the chance.

Treasure: Every 10 minutes the PCs spend exploring these tangled, twisted caverns, one of their number can make a DC 25 Survival check. The DC drops by 2 every additional 10 minutes spent exploring the caves, so that after an hour of stumbling around in the tunnels, it's finally a DC 10 check for success. Success indicates that they navigate the tunnels efficiently and reach the 15-foot-diameter cavern where the worm nagas store their treasure, which consists of 2,450 gp, 180 pp, a gold armband that looks like a coiled centipede worth 800 gp, a leather choker studded with rubies worth 1,200 gp, a masterwork heavy flail, a *+1 adamantine chain shirt*, a *wand of barkskin* (42 charges), and *gloves of arrow snaring*.



4. Halls of Corruption (EL 15)

The green walls of this room seem to writhe and glow with an unhealthy light. Scattered around the room are instruments of torture—rusted and pitted iron hooks, ancient blades, and other tools of horrid intent.

The walls of this chamber are panes of glass that enclose thousands upon thousands of Kyuss worms in a 2-inch-wide gap between the glass and the actual stone walls beyond. As long as the worms remain in this trough, they are harmless.

Creatures: As Kyuss rose in power and grew in malevolence, many champions of good tried to end his reign. One of the last was a headstrong ghaele eladrin named Kelvos. He came to Kuluth-Mar a few months before Kyuss became a god, intent on stopping the necromancer from realizing his unholy goal. Kelvos brought with him two sword archons, powerful winged warriors from Heaven who could transform their arms into flaming holy longswords. Although the three good outsiders slew many of his followers, Kyuss eventually captured them, broke their spirits, and corrupted them with his worms. For the past two thousand years, the three have been bound here, eternal guardians of the Wormgod's temple.

The glass walls that surround this room contain two wormswarms in all.

Kelvos the Wormtouched **CR 13**

Male corrupted ghaele eladrin

NE Medium outsider (chaotic, eladrin, extraplanar, good)

Init +5; **Senses** darkvision 60 ft.; low-light vision Listen +16, Spot +16

Aura protective aura (20 ft.)

Languages: Celestial, Infernal, and Draconic; *tongues*

AC 33, touch 11, flat-footed 32

hp 65 (10 HD); **DR** 10/cold iron and good

Immune electricity, petrification

Resist cold 10, fire 10; **SR** 28

Fort +9, Ref +8, Will +10

Spd 35 ft. (50 ft. base), fly 150 ft. (perfect)

Melee +4 *unholy greatsword* +21/+16 (2d6+14/19–20)

Base Atk +10; **Grp** +17

Atk Options Combat Expertise, Improved Disarm, Improved Trip

Special Atk gaze weapon

Cleric Spells Prepared (CL 14th, 15th for evil spells)

7th—*blasphemy*^{E} (DC 20), *mass cure serious wounds, destruction*^{D} (DC 20)

6th—*greater dispel magic, harm* (DC 19), *heal, slay living*^{D} (DC 18, prepared as a 5th-level spell, no metamagic)

5th—*slay living*^{D} (DC 18), *flame strike* (DC 18), *righteous might, true seeing*

4th—*cure critical wounds, death ward, divine power, restoration, unholy blight*^{DE} (DC 17)

3rd—*cure serious wounds, magic circle vs. good*^{DE}, *protection from energy, slashing darkness* (3, see page 89)

2nd—*cure moderate wounds, bull's strength, bear's endurance, death knell*^{DE} (DC 15), *lesser restoration, remove paralysis, silence* (DC 15)

1st—*cure light wounds* (2), *divine favor, obscuring mist, protection from good*^{D}, *sanctuary* (DC 14), *shield of faith*

0—*cure minor wounds, detect magic* (2), *guidance, light, resistance*

D Domain spell; **Domains** Death, Evil; **E** Evil spell

Spell-Like Abilities (CL 12th)
At will—*aid, charm monster* (DC 17), *color spray* (DC 14), *comprehend languages, continual flame, cure light wounds, dancing lights, detect evil, detect thoughts* (DC 15), *disguise self, dispel magic, hold monster* (DC 18), *greater invisibility* (self only), *major image* (DC 16), *see invisibility, greater teleport* (self plus 50 pounds of objects only)
1/day—*chain lightning* (DC 19), *prismatic spray* (DC 20), *wall of force*

Abilities Str 25, Dex 12, Con 15, Int 16, Wis 17, Cha 16
SQ corrupted
Feats Combat Expertise, Improved Disarm, Improved Initiative, Improved Trip
Skills Concentration +15, Diplomacy +5, Escape Artist +14, Handle Animal +16, Hide +14, Knowledge (arcana) +16, Knowledge (religion) +16, Listen +16, Move Silently +14, Ride +16, Sense Motive +16, Spot +16, Use Rope +1 (+3 with bindings)
Possessions *+3 breastplate, +4 unholy greatsword*

Corrupted (Su) Kelvos has been corrupted by evil. He retains his good subtype (and does not gain the evil subtype), but many of his abilities have changed focus, as indicated in this stat block. He has lost his alternate form ability completely.
Gaze (Su) Slay good creatures of 5 or less HD, range 60 feet, Will DC 18 negates. Even if the save succeeds, the creature is affected as though by a *fear* spell for 2d10 rounds. Nongood creatures and good creatures with more than 5 HD must succeed on a DC 18 Will save or suffer the fear effect. The save DCs are Charisma-based.
Protective Aura (Su) Against attacks made or effects created by good creatures, this ability provides a +4 deflection bonus to AC and a +4 resistance bonus on saving throws to anyone within 20 feet. Otherwise, it functions as a *magic circle against good* effect and a *lesser globe of invulnerability*, both with a radius of 20 feet (caster level 14th). The defensive benefits from the circle are not included in his statblock.
Tongues (Su) All eladrins can speak with any creature that has a language, as though using a *tongues* spell (caster level 14th). This ability is always active.

ANGEL OF THE WORM (2) **CR 11**
Male corrupted sword archon
NE Large outsider (archon, extraplanar, good, lawful)
Init +7; **Senses** darkvision 60 ft., low-light vision; Listen +2, Spot +2
Aura menace (20 ft.)
Languages Celestial and Infernal

AC 26, touch 12, flat-footed 23
hp 71 (11 HD); **DR** 10/good
Immune electricity, petrification
SR 26
Fort +9 (+13 vs. poison), **Ref** +10, **Will** +9

Spd 40 ft., fly 90 ft. (good)
Melee 2 armblades +20 (1d8+9/19–20 plus 1d6 fire plus 2d6 unholy)
Space 10 ft.; **Reach** 10 ft.
Base Atk +11; **Grp** +22
Atk Options Cleave, Flyby Attack, Power Attack
Special Attack discorporating dive
Spell-Like Abilities (CL 11th)
At will—*aid, continual flame, divination, locate creature, locate object, message*
3/day—*commune, dispel chaos* (DC 18), *mark of justice, wages of sin* (DC 19)
1/day—*touch of adamantine* (DC 19)
Wages of sin and *touch of adamantine* are new spells detailed in *Book of Exalted Deeds.* If you don't use this book in your campaign, replace *wages of sin* with *mass suggestion* and *touch of adamantine* with *blade barrier.*

Abilities Str 25, Dex 17, Con 14, Int 12, Wis 14, Cha 17
SQ magic circle against good, outsider traits, teleport, tongues
Feats Cleave, Flyby Attack, Improved Initiative, Power Attack
Skills Balance +14, Concentration +13, Decipher Script +12, Diplomacy +17, Disguise +14, Gather Information +15, Hide +12, Knowledge (religion) +12, Knowledge (the planes) +12, Search +12, Sense Motive +14

Armblades (Su) As a free action, the corrupted sword archon can mold its arms into unholy sword blades. The corrupted archon wields the blades like longswords and they gain the properties of a *+2 unholy flaming longsword.*
Aura of Menace (Su) Any hostile creature within 20 feet of a sword archon must make a DC 20 Will save or take a –2 penalty on attacks, AC, and saving throws for 24 hours or until they successfully hit the archon. A creature that resists or escapes this effect cannot be affected again for 24 hours. The save DC is Charisma-based, and includes a +2 racial bonus.
Corrupted (Su) These sword archons have been corrupted by evil. They retain the good subtype (and do not gain the evil subtype), but many of their abilities have changed focus, as indicated in this stat block. Creatures killed by a corrupted sword archon's discorporating dive can be brought back to life normally (unlike those killed by uncorrupted sword archons).
Discorporating Dive (Su) Three times per day, a sword archon can attempt to destroy a living enemy through a powerful dive attack, literally flying through its opponent. Resolve a flying charge attack as normal. If the attack fails to inflict damage, the discorporating dive attack is wasted. If damaged, the target must make a DC 17 Fortitude saving throw or be slain instantly. Those who make the save simply suffer damage from the attack as normal. The save DC is Constitution-based.
Magic Circle against Good (Su) A *magic circle against good* effect always surrounds an archon (caster level 11th). The defensive benefits from the magic circle are not included in the stat block above.
Tongues (Su) All archons can speak with any creature that has a language, as though using a *tongues* spell (caster level 14th). This ability is always active.

Kyuss Wormswarm (2): hp 102; see Appendix.

Tactics: In the first few rounds of the fight, the sword archons try to maneuver enemies next to a glass wall so they can break the wall and release the trapped wormswarms. Once a wall is broken, a wormswarm appears in any square adjacent to the broken wall, swarming over one or more foes as it appears if possible. If any good-aligned divine spellcasters are present, the corrupted celestials attempt to destroy them first.

Vision 3: The Gift

Activation: Defeat the corrupted eladrin and archons in area **4**.

The ruins of the room waver and fade, replaced by a well-equipped torture chamber. Wailing victims strapped to horrific devices hang in the background from chains. In the foreground stand two figures. One is a handsome man dressed in flowing robes. Facing him is a strange, six-armed creature that looks as much insect as it does humanoid. The insect creature's eyes are hollow sockets containing a pinpoint of light deep within. Its flesh is rotting and festering, and the green robes it wears are old and moth-eaten. The creature wields a long green crystal rod in one hand, a cruel hooked rod in another. In two other hands it holds a jeweled gold box that it presents to the man, who takes it and sets it upon a table. He opens it and, using a pair of iron tongs, withdraws a writhing green worm. The man's expression changes to one of exaltation as he looks upon the worm… and then the vision fades.

Automatic: The man in the vision is the same man from Vision 1.

Knowledge (religion) DC 20: The worm is a Kyuss worm.

Knowledge (nature) DC 20: The six-armed creature is an undead spell weaver.

XP: Award experience for witnessing this vision as if the PCs had defeated a CR 14 creature.

5. Halls of Knowledge (EL 14)

This long chamber obviously served as a library, as dozens of bookshelves line the walls and stand back-to-back amid the chamber. In addition to the surprisingly well-preserved tomes, twelve clear jars sit on various shelves, each filled with a thin gray liquid and containing a single writhing green worm.

This grand hall holds much of the ancient knowledge that Kyuss gathered during his mortal reign. Kyuss collected a vast store of powerful magical lore, but remained forever paranoid that it would be turned against him. As he rose in power, he perfected a magical process that stored the most vital knowledge in the flesh of his beloved worms. Consuming one of these worms gave the imbiber instant understanding of the knowledge contained within the worm, but also gave the worm a good chance to corrupt the imbiber, thus binding him to Kyuss and preventing the knowledge thief from using the lore against him.

The chamber now stores a number of volumes of ancient lore, along with a dozen of the knowledge worms created by Kyuss and his servants. The intact books in this room number in the hundreds, and are sufficient to grant a +2 bonus on any Knowledge (history), Knowledge (arcana), Knowledge (religion), or Knowledge (the planes), check made when using them as a reference. Using these books as a reference in this manner extends the required time to make the check to 1d6 hours.

One book open upon a podium shows a strange diagram of a rune-covered worm inside a human head. The worm seems to be whispering words into the human's brain. A DC 25 Knowledge (arcana) check correctly interprets the diagram as depicting the use of a knowledge worm (see Treasure below).

Creatures: Three of Kyuss' undead warriors led by an undead priest of the Wormgod still guard this chamber. They move to attack anything that enters this room.

Sword of Kyuss (3): hp 133; see Appendix.

Wormcaller: hp 90; see Appendix.

Tactics: The three swords of Kyuss begin by hurling an invocation of the worm at the party as soon as they enter the room. The wormcaller's first action is to hit a fighter with a quickened *hold person*, followed by an area *greater dispel magic*. After this, the swords move to engage the PCs in melee, preventing them from moving far into the chamber. If one of them is brought below 30 hit points, it creates another invocation of the worm with itself at the center of the area of effect, healing undead and harming living creatures at the same time. The wormcaller continues to use its ranged spells on the PCs, using *mass inflict moderate wounds* now and then to heal its allies and harm the PCs. They avoid using *flamestrike* in here so as to not damage the books.

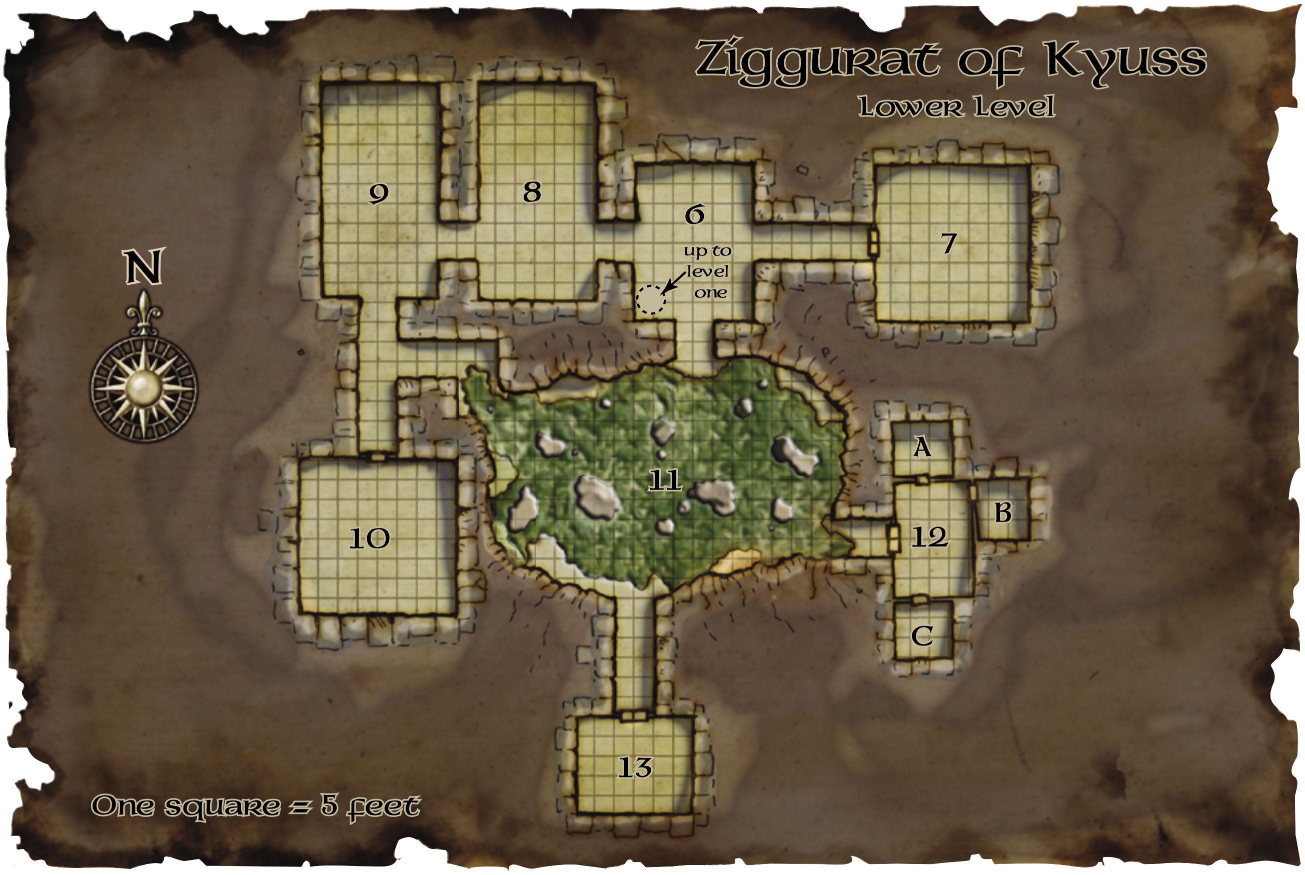
Treasure: There are a dozen knowledge worms kept here in all. Each floats in a jar filled with necrotic fluid, existing in a timeless state somewhere between life and undeath. Each worm is covered with strange tiny runes. If removed from this fluid, the knowledge worm must be consumed within an hour or else it perishes. The worms have no ability to infest a host on their own.

Consuming a knowledge worm exposes the imbiber to the dangers of the worm, which immediately begins to burrow its way through the eater's body. This inflicts 1 point of damage per round for 1d4+1 rounds, but at the same time fills the victim's mind with flashes of obscure knowledge. The victim automatically realizes that if the worm reaches his brain, this knowledge could take root—provided the worm doesn't kill him first.

After the 1d4+1 rounds pass, the worm reaches the victim's brain. The character must immediately make a DC 15 Fortitude save—failure results in 1d6 points of Intelligence drain. The character must continue making Fortitude saves each round until he is successful or until his Intelligence is reduced to 0, at which point death occurs. Only 1d6+4 rounds later the victim's body animates as a wormcaller (if the victim was a humanoid capable of casting spells), a sword of Kyuss (if the victim was a humanoid who could not cast spells), or a zombie of the appropriate type.

If a victim makes his Fortitude save, the worm dissolves in his brain, imparting a +2 enhancement bonus to one of the 12 Knowledge skills. This effect is permanent. There are twelve knowledge worms present here, three each corresponding to Knowledge (history), Knowledge (arcana), Knowledge (religion), and Knowledge (the planes). A DC 20 Knowledge check in the appropriate field identifies which worm is keyed to a particular skill. An unopened, unused knowledge worm is worth 1,000 gp.

Remove disease or *remove curse* destroys a knowledge worm that is still in a victim's body, but also prevents it from imparting its knowledge.



Vision 4: Kyuss the Student

Activation: Defeat the guardians of area **5**.

> The chamber wavers and shimmers, and suddenly a human man appears at one of the desks nearby. A strange gray-skinned humanoid creature with six arms stands at his shoulder. The man studies a collection of worn and pitted bronze disks arrayed on the desk before him. Faint etchings adorn the plates, and it seems as if the alien figures and symbols writhe together at the behest of some sinister will. The gray creature points to one of the plates, and a look of sudden comprehension blooms on the man's face. The man, the creature, and the plates then fade away, and are gone.

Automatic: The man in the vision is the same man from Vision 1.

Knowledge (nature) DC 20: The six-armed creature is an undead spell weaver.

XP: Award experience for witnessing this vision as if the PCs had defeated a CR 13 creature.

6. The Writhing Chamber (EL 15)

> At first, the floor itself seems writhe and twist in on itself, but a longer look reveals it to be covered with thousands and thousands of Kyuss worms of all sizes.

Once a guard room, this plain chamber now simply writhes with swarms of Kyuss worms. These worms are in constant motion, moving down the adjacent corridors and moving freely over one another. As the PCs enter, all but a few sections of floor will be covered with wormswarms.

Creatures: A total of six wormswarms blanket the floor of the chamber and attempt to consume any creatures who are not devoted to Kyuss that enter the chamber. Characters who fall down the shaft from area **3** land directly in one of the swarms; the other five swarms are scattered randomly throughout the chamber.

Wormswarms (6): hp 102; see Appendix.

Tactics: The worms instinctively guard this chamber, driven by a fragment of Kyuss' own fell will. They are not capable of sophisticated tactics, and simply swarm over the closest creature in an attempt to consume it. While the worms cannot crawl up the shaft, they instinctively move down an adjacent passage and out of harm's way should an attack come from above. Clever groups might be able to get past this room with little trouble by lowering one member into the chamber, causing the worms to swarm over the unlucky hero, and then blasting the area with ranged attacks (against which their companion is hopefully protected). The wormswarms will pursue characters into other rooms, slithering along underneath those characters that avoid them by flight or by climbing along the walls and providing a constant, slithering threat until they are dealt with.

7. Temple of the Fountain (EL 14)

> This chamber is lined with the trappings of religious ceremony in homage to Kyuss the Wormgod, but in place of an altar stands a

beautiful if disturbing fountain carved from black marble.

This chamber houses a minor artifact of Kyuss' creation, a fountain that contains a small shard of his power and will. A place of worship in the time of Kyuss' rule, favored sacrifices and priests alike were brought here and made to drink from the fountain as part of rituals honoring the Wormgod. Most of these poor souls succumbed to the power of the fountain and joined Kyuss' legions as undead soldiers.

The *Fountain of Green Temptation* is filled with cool, clear water. Anyone who approaches the fountain becomes noticeably thirsty. Those who close within 10 feet of the fountain must succeed at a DC 20 Will save or be compelled to drink from the fountain. This is a mind-affecting compulsion effect that lasts only as long as the creature is within 10 feet of the fountain. Those who drink from the fountain soon discover the truth—that the fountain is filled not with water but with writhing green worms. The drinker must immediately make a DC 20 Fortitude save—success indicates he spits the worms out in time. Failure indicates the worms take root, and the victim takes 2d6 points of damage per round for 1d4+1 rounds. At the end of that period, the worms reach the host's brain. While the worms are inside a victim, a *remove curse* or *remove disease* effect destroys them, and a *dispel evil* or *neutralize poison* effect delays their progress for 10d6 minutes. A successful DC 20 Heal check extracts the worms and kills them, although this check takes 1d3 rounds to perform and the worms may reach the brain before the Heal check succeeds.

Once the worms reach the brain, the victim takes 1d6 points of Intelligence damage per round until the worms are killed (by *remove curse* or *remove disease*) or they slay the host (death occurs at 0 Intelligence). A Small, Medium, or Large humanoid slain by these worms rises as a spawn of Kyuss 1d6+4 rounds later. A Tiny or smaller creature quickly putrefies, and a Huge or larger creature (or any non-humanoid creature) becomes a normal zombie of the appropriate size. The spawn of Kyuss are detailed on page 186 of the *Monster Manual II*—if you don't have access to this book or a previous installment of the Age of Worms that contains statistics for these undead, feel free to substitute another form of undead in their place.

Creatures: This sacred chamber is far from unguarded. A trio of wormcallers remains here, waiting patiently for new converts to arrive and be baptized in the *Fountain of Green Temptation*.

Wormcallers (3): hp 90 each; see Appendix.

Tactics: As soon as they notice the PCs, the three wormcrawlers immediately cast *suggestion* at three different characters, suggesting they approach and drink from the fountain, following with quickened *hold person* spells on those who resist. The wormcallers can drink from the fountain to activate their worm healing special quality—doing so does not diminish the number of worms in the fountain.

Vision 5: Apotheosis

Activation: Drink from the *Fountain of Green Temptation*, or touch the sea of worms (area **11**).

The immediate surroundings waver and fade, replaced by a bird's-eye view of the city of Kuluth-Mar at its height. The streets are empty, as the thousands of citizens seem to have gathered in a mass in the central plaza surrounding the Spire of Long Shadows. Suddenly, a foul energy wells from the spire at the center of the city, sweeping outward and felling the living as it passes. For each creature that falls, you feel a silent but potent sense of wrongness, as some indescribable part of the creature, perhaps its soul, is drawn back toward the Spire of Long Shadows to be absorbed by the strange black monolith of stone balanced at its peak. As the energy builds around the peak, a shimmering image of a colossal humanoid figure, its body composed of a million writhing worms, takes form around the Spire of Long Shadows, its arms raised in triumph. Yet in another moment, that triumphant pose seems to change to one of rage, and a soul-wrenching cry of fury tears from the undulant face. The image shrinks, pulled into the stone monolith at the Spire's peak, imploding with a horrific wet burst. In an instant, the city is quiet again, yet as the vision fades, the first signs of unlife spread through the thousands of dead bodies strewn around the ziggurat's base as bodies, now festering with green worms rise from death.

Knowledge (religion) DC 30: The wash of energy that was drawn out of the crowd was not only the souls Kyuss' minions, but their faith in their king. The Spire drew upon their lives and faith in a way that reverses the channeling of divine power from a deity to his cleric, in effect channeling this faith into a singularity—the monolith at the peak of the Spire. The possibilities of what a powerful creature could do with this much devotional energy are staggering—ascension to godhood is perhaps the most obvious use for such energies. The enormous figure that appeared was Kyuss, yet somehow he was not able to control his apotheosis and became trapped in the monolith.

XP: Award experience for witnessing this vision as if the PCs had defeated a CR 14 creature.

8. North Chamber of the Long Sleep

Perfectly preserved corpses cover most of this large chamber's floor, arrayed head-to-toe in neat rows. Thick dust obscures the walls and floors, signs of the room's great age, yet no trace of decay touches the corpses. The massive green stone blocks that line the chamber are covered with ancient symbols resembling coiling worms.

Even before madness set in and he became embroiled in the Age of Worms prophecy, Kyuss was fascinated with undead and created new and powerful undead servants whenever possible. He created these chambers to house special corpses, creatures of such power that they were worthy of his experiments in creating new forms of unlife. Although those creatures often rested in special coffins or other containers, they were at times left simply lying on the floor with the magic of the room serving as their only protection. The rooms are covered with the symbols of the Wormgod, and have a powerful magical aura.

This room currently holds fifty corpses, arrayed neatly on the floor in long, morbid rows. The corpses, all humans of Flan ancestry, appear fresh and recently dead. Kyuss worms crawl over a few of the corpses, but largely leave the chamber alone.

A powerful magical effect similar to *gentle repose* has been bound to this room. Corpses in this room do not rot, remaining viable for all manner of necromantic uses regardless of time spent here. Time that the corpse spends in other locations accumulates normally for the purposes of *animate dead* and similar spells, regardless of whether that time occurred before or after it was brought into a chamber of long sleep. The preservation effect can be dispelled from the chamber by a targeted *dispel magic* spell against caster level 20. Theoretically, magic can be used to raise any of these bodies from the dead. In life, they were all neutral evil low-level commoners, experts, and warriors who worshiped Nerull. As they were ritually murdered well before Kyuss ascended to divinity, they should know little or nothing of any value to the PCs.

9. South Chamber of the Long Sleep

Dozens of skeletons lie on the floor here, neatly arranged on the ground and surrounded by halos of stonework stained with ancient decay.

This chamber was once identical to the northern chamber, save that its preservation magic failed long ago, and the bodies within have decayed away.

10. Chamber of Contemplation (EL 15)

Nests of tattered books, bits of fabric, and other refuse lie scattered about the chamber, curved troughs each big enough to fit a worm the size of a small horse. There's a disconcerting symmetry to the way the nests are positioned in the room, a marker of an alien will making itself at home amid the refuse of Kyuss' arrogance and power.

Creatures: Once a ritual and meditation chamber, this plain square room now serves as home to a particularly religious worm naga named Sruggut who has moved into this chamber from the naga crawls above. Sruggut has gathered stacks of ancient books, tablets, and scrolls preserved by the magic of the ziggurat, and spends most of his time studying them over and over, hoping to find a way to escape the obsidian ringward. In his frantic studies, Sruggut has expanded his knowledge far beyond that of his kin, and has become a potent sorcerer.

Sruggut's greatest wish is to escape Kuluth-Mar. He has long hoped to discover a means to teleport, yet his studies have not yet unlocked such spells (in large part due to his close affinity to necromancy). When confronted by the PCs, his first instinct is to ask if any of them can teleport (after suppressing his feeblemind gaze so as to not ruin any spellcasters in the group). If the answer is positive, he promises them all of his valuable books if they agree to teleport him somewhere, *anywhere*, outside of the *obsidian ring*. He does intend to give over his collection of books, but he's still a treacherous worm and as soon as he is free, he immediately turns on his rescuers and attempts to kill them so he doesn't have to honor his promise.

SRUGGUT **CR 15**

Male worm naga sorcerer 4

NE Large Aberration

Init +7; **Senses** darkvision 60 ft.; Listen +17, Spot +17

Languages Abyssal, Common, Draconic, Infernal, Terran

AC 30, touch 12, flat-footed 24

hp 189 (204 with *false life*) (15 HD)

Immune mind-affecting

Fort +13, **Ref** +7, **Will** +16

Spd 20 ft., swim 20 ft.

Melee bite +14 (2d6+7 plus poison)

Space 10 ft.; **Reach** 5 ft.

Base Atk +10; **Grp** +19

Special Atk feeblemind gaze (30 ft., Will DC 26)

Spells Known (CL 14th, +12 ranged touch):

7th (4/day)—*finger of death* (DC 26)

6th (6/day)—*heal, harm* (DC 25)

5th (7/day)—*slay living* (DC 24), *spell resistance, telekinesis* (DC 22)

4th (7/day)—*air walk, cure critical wounds, enervation, fear* (DC 23)

3rd (8/day)—*bestow curse* (DC 22), *create food and water, dispel magic, ray of exhaustion* (DC 22)

2nd (8/day)*—*blindness/deafness* (DC 21), *command undead* (DC 21), *false life, invisibility, scorching ray*

1st (8/day)*—*divine favor, cure light wounds, mage armor, shield, shield of faith*

0 (6/day)—*cure minor wounds, detect magic, ghost sound* (DC 18), *guidance, mage hand, open/close, prestidigitation, read magic, touch of fatigue* (DC 19)

*Sruggut has already cast a spell from this level, so his actual number of spells available is one less than the listed number.

Abilities Str 21, Dex 16, Con 27, Int 20, Wis 17, Cha 24

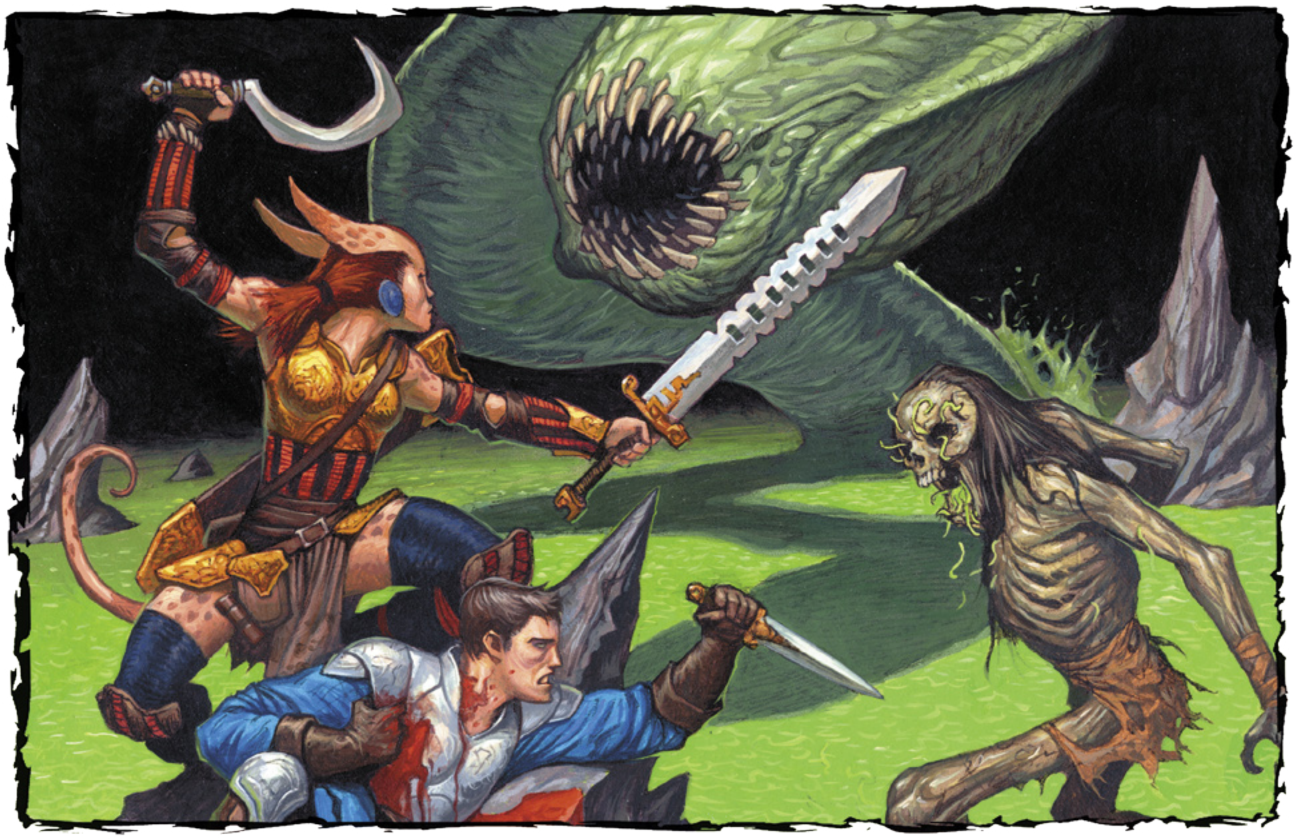
SQ summon familiar (snake), worm affinity

Feats Ability Focus (feeblemind gaze), Alertness, Empower Spell, Eschew Materials^{B}, Greater Spell Focus (necromancy), Improved Initiative, Iron Will, Spell Focus (necromancy)

Skills Bluff +28, Concentration +27, Diplomacy +9, Intimidate +9, Knowledge (arcana) +22, Knowledge (religion) +15, Listen +17, Spellcraft +25, Spot +17

Poison (Su): Injury, Fortitude DC 25, initial damage paralysis for one minute, secondary damage 1d6 Int. The save DC is Constitution-based.

Tactics: Sruggut is a dangerous foe in combat. He has already cast *false life* and *mage armor* when the PCs encounter him, and his first act in combat is to cast *invisibility* to give himself a chance to cast his defensive spells. He does so in the following order: *spell resistance, air walk, shield, shield of faith*, and *divine favor*. This done, he stays at range and casts *finger of death* at the PCs each round, moving on to *enervation* and empowered *scorching rays* as he runs out of higher-level spells. If forced into melee, he relies on *harm* and *slay living*. He makes sure to keep at least two sixth-level spells so he can cast *heal* whenever he's brought below 50 hit points.



Treasure: Sruggut has collected several impressive books in his nest, all of which have been preserved by ancient magic. The majority of the books comprise a collection of religious studies on necromancy. These books grant a +4 circumstance bonus on Knowledge (arcana) checks having to do with necromancy and a +4 circumstance bonus on Knowledge (religion) checks having to do with gods of death and undeath. They are worth 8,000 gp as a collection, and weigh 50 pounds in all. Additionally, Sruggut has found an additional magical tome he has yet to fully explore—a *manual of bodily health +1* (of little use to him as he has already read a similar tome).

11. Sea of Worms (EL 16)

This immense cavern is filled with a horrific sea of writhing green and the nauseating susurrus of millions of slimy bodies slithering over each other. There is no floor—the hallway falls away to the undulating surface of an immense lake of green worms. The rippling surface lies about five feet down from the floor of the passageway, while the ceiling rises to a vault nearly ninety feet above. Low islands of stone protrude here and there from the wormy expanse, and additional passageways extend out of the sea and back onto solid ground in the wall opposite and in the walls to the left and the right.

A terrible testament to the power and corruption of Kyuss' ascension lies beneath the temple's grand hall. The sea of worms is in fact a writhing layer of wormswarms on top of an immense lake of stagnant water. The lake itself has sheer sides that drop away and reach a depth of 30 feet before ending in a barren bed of ooze. The islands themselves extend down like stalagmites to connect to the lake bottom.

The sea of worms contains nearly three dozen wormswarms. Fortunately for the PCs, these wormswarms are content to writhe and swim on the surface of the lake, and do not attack those who pass through the cavern without touching them. Nor do they pursue those who swim more than 10 feet down underwater into the lake itself. The worms here are a physical manifestation, an "echo" of sorts, of Kyuss' ascension to divinity. Any of the worms in this lake that are slain immediately re-appear, creating a perpetual lake of writhing menace. A creature that comes in contact with the surface of the lake is treated as if within a wormswarm with effectively infinite hit points. The sea of worms does not possess the obey the wormtouched special quality, and thus does not follow the commands of Kyuss' undead.

Characters who fall into the sea of worms (or otherwise come in contact with the worms) trigger Vision 5 if they have not done so already. The sea of worms cannot be destroyed by conventional means—although characters who destroy Mak'ar (see area **13**) find that one of the results of the lich's destruction is the ruin of this sea of worms as well.

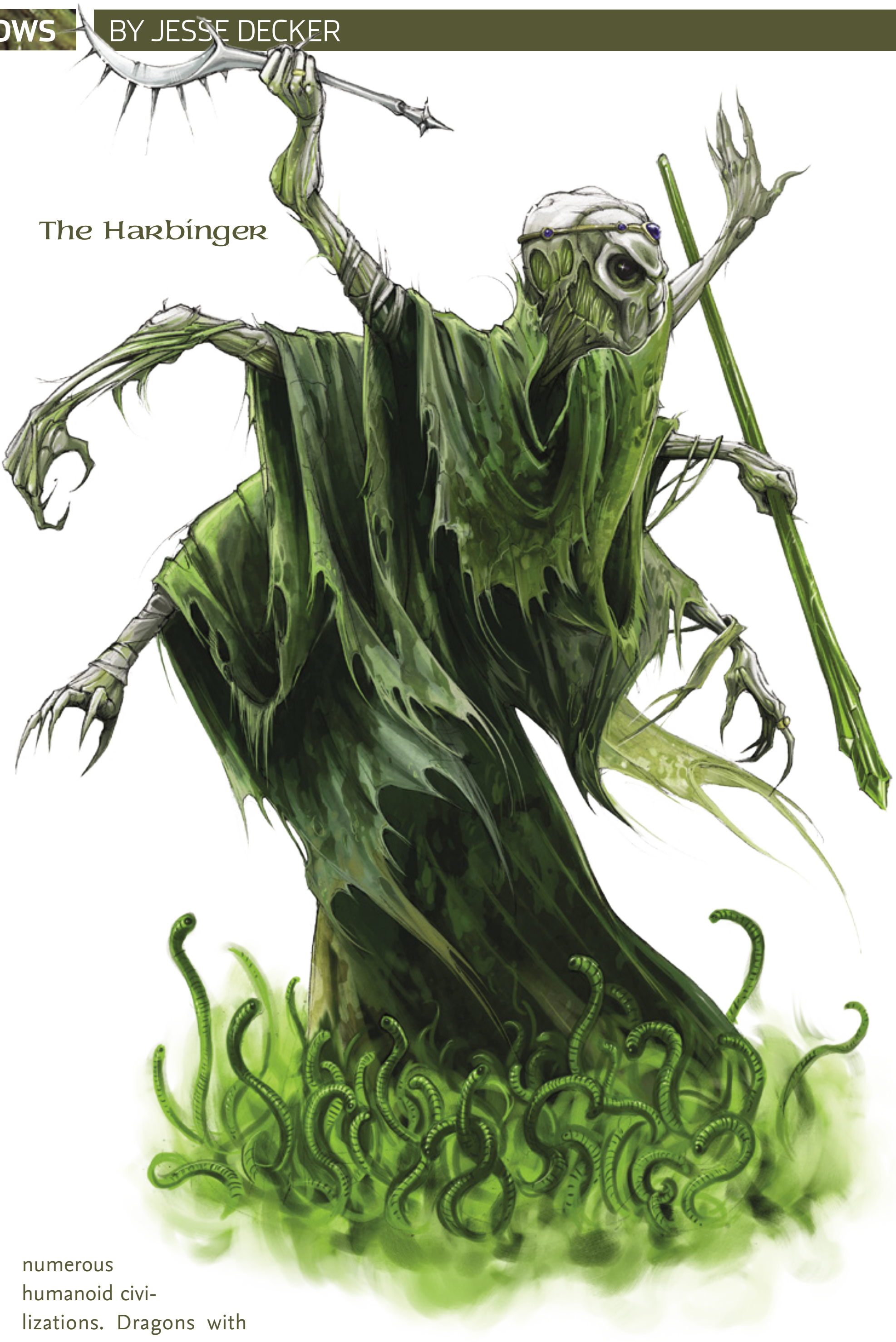
Fortunately, the sea of worms need not be destroyed by the PCs in order for them to finish their mission. Unfortunately, there are other creatures in this chamber as well.

Creatures: Two wormcallers stand guard on the southern ledge, in the entrance to the passageway leading to area **13**. As soon as they notice the PCs, the wormcallers cast *air walk* so they can move about the area with ease and move forth to engage the PCs. They avoid melee, using *air walk* to stand in the air at ranges of 40 feet so they can attack with *slashing darkness*, quickened *hold persons*, and *flame strikes*. The wormcallers can use the sea of worms to activate their worm healing special quality as long as they are able to physically reach the lake's surface.

The true menace dwelling in this cavern, though, is an overworm. The immense worm spends most of its time floating just below the surface of the lake, but as soon as it notices anyone in the chamber (either due to its tremorsense and darkvision, or because one of the wormcallers calls out for its aid), it rises up from the worm-infested lake to attack. Although only marginally intelligent, the overworm is smart enough to use Awesome Blow or Improved Bull Rush to try to knock characters into the sea of worms. If it knocks a creature into the sea of worms, it uses its call of the Wormgod ability to stun this creature and force it to stay in the worms until their unholy work is done.

Wormcallers (2): hp 90 each; see Appendix.

Overworm: hp 250; see Appendix.



The Harbinger

12. The Knights of the Worm (EL 16)

> This room seems out of place, given the cold and barren decor of the other chambers in the complex. The floor is covered with a thick green carpet, and a long, padded divan sits in the room's center. Small padded stools surround the divan. The walls are carved with nightmarish scenes of a dual world. The lower half of these carvings depict a world of caverns and twisting tunnels that are infested with massive worms, creatures that look like humans posing as worms, and creatures more horrifying than either. On the upper half, these worm monsters burst from the ground to ravage and ruin numerous humanoid civilizations. Dragons with the heads of worms fly in the skies above, and towering over them all is an immense figure dressed in plate armor and wielding a strange pole-arm that combines the features of a pick, an axe, and a mace. The man's face is hidden by the hood of his dark gray robe, but worms drip from under his cowl.

Creatures: In this chamber, Kyuss made ready for his ascension and then rose to enter the Spire of Long Shadows. Three of his favored knights, all present when Kyuss achieved divinity, once lived within this group of chambers. Today, they dwell here still, undead mockeries of what they once were. These three Knights of Kyuss are Barnos Indarna (the Dreamer of the Green), Kardic (the Shadow Worm), and Markath (the Mageslayer). They pass long years in contemplation, their undead souls unmoved by the passage of time as they stand vigil, knowing that their dread lord will return and that when the Age of Worms begins, they will be given dominion over the ruin of the world.

Barnos Indarna, Kyuss Knight: hp 184; see Appendix.

Kardic, Kyuss Knight: hp 184; see Appendix.

Markath, Kyuss Knight: hp 184; see Appendix.

Tactics: The knights are powerful physical threats with the experience to back up their abilities with sound tactics. Unless some other course is obviously better, the knights focus on destroying divine spellcasters first, knowing that such enemies might have power over their undead forms.

13. The Harbinger (EL 17)

This chamber, opulent by nearly any standard, seems somehow alien despite its finery. Furniture placed at odd and uncomfortable angles blends with the disconcerting imagery of the carpets and tapestries that decorate the room. This imagery is sometimes understandable, depicting scenes of carnage and torture in great detail and in other places is simply abstract patterns drawn by an alien and unsettled mind.

This room contains an architect of the Age of Worms, and the creature that provided Kyuss with the final component necessary for his mad desires. This creature is a spell weaver lich named Mak'ar, but was known to Kyuss only as the Harbinger of Worms.

Creature: Mak'ar had his own reasons for providing Kyuss with the worm that would grant him such infamous power. By doing so, the spell weaver was enabling a series of prophecies he had stumbled across during his planar explorations, prophecies that spoke of the End Times of this world. While the other spell weavers found these prophecies to be little more than intriguing artifacts, Mak'ar became obsessed with them and the necromantic potential of the prophesized Age of Worms.

Mak'ar was a monstrous humanoid in life. His transformation into a lich involved different sacrifices than those required by a humanoid (including the abandonment of his *chromatic disc*, a magic item most spell weavers hold more dear than life itself). The end result is the same as that of a standard lich. Mak'ar no longer has a phylactery—it was destroyed in the same battle with the elves and eladrins that culminated in the creation of the *obsidian ring*. Mak'ar's close ties with Kyuss are enough to prevent him from escaping the ring as if he were one of the Wormgod's minions, even though technically he is not—indeed, the ring even prevents his escape via teleportation magic. For the past two thousand years, he has waited here, patiently, hoping for the ring's collapse at the advent of the Age of Worms.

Mak'ar is the most dangerous enemy the PCs face in this adventure. Fortunately for the PCs, the fact that he is imprisoned here within the *obsidian ring* means that if the party is forced to retreat, his resources for recovery are limited.

MAK'AR, HARBINGER OF WORMS CR 17
Advanced spellweaver lich
CE Medium undead
Monster Manual 167, *Monster Manual II* 187
Init +4; **Senses** darkvision 60 ft., *see invisibility*; Listen +23, Spot +23
Aura fear (60 ft. radius, Will DC 26)
Languages telepathy 1,000 miles

AC 27, touch 16, flat-footed 23
hp 97 (112 with *false life*) (15 HD); **DR** 15/bludgeoning and magic
Immune cold, electricity, mind affecting, polymorph; undead traits
SR 21
Fort +10, **Ref** +18, **Will** +19

Spd 30 ft.
Melee touch +13 (1d8+5 negative energy plus permanent paralysis; Will DC 26 halves damage, Fort DC 26 resists paralysis)
Base Atk +15; **Grp** +13
Spells Known (CL 17th, +19 ranged touch)
8th (5/day)—*maze, power word stun*
7th (7/day)—*limited wish**, power word blind, prismatic spray* (DC 27)
6th (7/day)—*chain lightning* (DC 26), *greater dispel magic, repulsion* (DC 26)
5th (8/day)—*contact other plane, cone of cold* (DC 25), *hold monster* (DC 24), *wall of force*
4th (8/day)—*charm monster* (DC 23), *confusion* (DC 23), *enervation, fire shield*
3rd (8/day)—*displacement, fireball* (DC 23), *slow* (DC 22), *vampiric touch*
2nd (8/day)*—*command undead* (DC 21), *false life, eagle's splendor, mirror image, scorching ray*
1st (9/day)*—*expeditious retreat, mage armor, magic missile, protection from good, ray of enfeeblement*
0 (6/day)—*acid splash, ghost sound* (DC 19), *mage hand, mending, message, prestidigitation, ray of frost, read magic, resistance*
*Mak'ar's already cast a spell from this level, so his spells per day are one less than normal.
**Mak'ar has 3,000 XP to draw upon for casting *limited wish* spells.
Spell-Like Abilities (CL 17th):
At will—*detect magic, invisibility*
1/day—plane shift (as long as *obsidian ringward* is intact, Mak'ar cannot use this spell-like ability on himself, but he can still use it on others)

Abilities Str 7, Dex 18, Con —, Int 24, Wis 21, Cha 29
SQ +4 turn resistance, shielded mind, spell weaving
Feats Craft Rod, Craft Wondrous Item, Combat Casting, Empower Spell, Extend Spell, Forge Ring, Spell Focus (Abjuration)^{B}, Spell Focus (Evocation)^{B}, Spell Penetration^{B}
Skills Concentration +9, Knowledge (arcana) +25, Knowledge (religion) +16, Knowledge (the planes) +25, Listen +23, Spellcraft +27, Spot +23, Use Magic Device +27
Possessions *robe of resistance +5* (as *cloak of resistance +5*), *ring of force shield, rod of fury +2, rod of extend metamagic, circlet of Charisma +6*

Shielded Mind (Ex) Attempts made by other creatures to communicate telepathically with a spell weaver or to read its mind always fail unless the spell weaver allows the communication to function. A creature making such an attempt must succeed at a DC 22 Will save or be *confused* for 1d6 days. This effect can be dispelled (caster level 17) or removed with *heal* or *greater restoration.* The save DC is Wisdom-based.

Spell Weaving (Ex) Mak'ar can cast more than one spell at a time. Casting a spell occupies a number of the spell weaver's arms equal to the spell's level. A spell weaver can cast more than one spell simultaneously, as long as the sum of the spell levels is six or less. It could, for example, cast one 6th-level spell, one

4th-level spell and one 2nd-level spell, or one 3rd-level and three 1st-level spells. A single 0-level spell occupies one arm. If Mak'ar casts a spell of 6th-level or higher, he may cast only one spell that round. Hands that wield objects do not impede this ability.

Tactics: Mak'ar is willing to speak (via telepathy) with the PCs, but he has no interest in forming alliances. He communicates only in an attempt to learn how many of the Age of Worms prophecies have come to pass—once he decides the PCs have nothing more to say to him, he realizes that they may have a role to play in fulfilling at least one of the remaining prophecies, and unless they attack him first, he does not initiate combat. (The loss of his phylactery also plays a part in his willingness to leave the PCs alone.) Of course, if the PCs leave Mak'ar undestroyed, they'll not only have left one of Kyuss' greatest minions active, they also won't be able to experience the final vision that awaits them.

Mak'ar casts *mage armor* and *false life* daily, extending their durations with his rod. When combat begins, he casts *repulsion* (setting the radius as far out as possible). On the second round, he casts *mirror image*, *displacement*, and *expeditious retreat*. On round three he casts *fire shield* and *scorching ray*. If confronted by particularly potent enemies, he hits them with a *maze* spell. If brought below 30 hit points, he tries to retreat, using *limited wishes* to cast *inflict critical wounds* on himself to heal damage. Left with no other options, Mak'ar tries to buy his continued existence by offering his treasures and magical gear to the PCs, hoping to survive the humiliating defeat until the Age of Worms comes and releases him, at which point he'll spare no expense tracking the PCs down to kill them and regain his gear.

Treasure: Among Mak'ar's possessions are several valuable items, including a jade statue of a green dragon worth 1,000 gp, a huge black pearl worth 2,000 gp, a diamond and platinum necklace worth 3,000 gp, and three well-preserved paintings of Kuluth-Mar in its prime worth 2,000 gp each.

Development: Mak'ar's continued presence is the primary force maintaining the power within the Ziggurat of Kyuss. His destruction severs the link between this temple and Kyuss—this has several effects. First, it grants the PCs the sixth (and final) vision. Second, it causes all of the long-term magical effects in the Spire of Long Shadows to fail. Third, it attracts the unwelcome attention of Kyuss himself—after this, the Wormgod knows the PCs represent a real threat to his plans. There is little he can do about it now, fortunately for the PCs, but as the Age of Worms draws near, they can expect to face Kyuss' direct opposition.

Among the magical effects in the area that are cancelled with Mak'ar's destruction are the generation of the visions the PCs have been experiencing, the unsettling aura in area **3** near the shaft opening, the *Fountain of Green Temptation*, and the preservation effect in area **8**. Additionally, all of the Kyuss worms in the ground above, the wormswarms in the dungeon, and those in the sea of worms melt into ooze and die. Those worms still existing in hosts survive.

The most dramatic repercussion of these effects is the crumbling of the Spire of Long Shadows. The amazing feat of construction, held aloft primarily by the divine will of Kyuss, teeters and finally topples like a felled tree, smashing through and ruining the *obsidian ring* as it falls to the ground. Characters inside areas **1–5** must make a DC 20 Fortitude save or be thrown to the ground. Those in areas **6–13** hear the tremendous sound of the collapse and feel the ground shake, but are otherwise unaffected.

Vision 6: The Age of Worms

Activation: Destroy Mak'ar, the Harbinger of Worms.

> The room melts away into darkness as the air fills with strange and frightening whispers. It sounds as if a hundred different voices speak in a hundred different languages, but an instant later, the voices have joined into one and the language resolves into familiar words. These words speak of the prophecies of the Age of Worms, and as they speak, visions of the prophecies coming true manifest before you, allowing you to observe the events as if you were a god looking down upon a troubled world. The visions are violent and horrific. Legions of worm-eaten dead rise from soggy graves. An immense and demonic tree explodes into destructive life from the heart of an unfamiliar city. A burning comet lances down from the heavens to strike the earth in a tremendous, mushroom-shaped cloud of devastation. Another city, its town square wreathed in a cloud of black smoke filled with eyes, is held in the grip of shadows that move independently from their source. A cackling man attaches a clawed and withered hand to the bleeding stump of his arm, and the hand writhes into unholy life. A city built in the heart of a volcano suffers tragedy during a partial eruption that sees the collapse of its southeastern quadrant. As each of these scenes flash by, they are accompanied by a crushing sense of certainty—these events have already come to pass. Yet finally, the whispering voices speak of two more prophecies, and these are accompanied by blackness. "A tripartite spirit once again becomes one, and at its advice are the mighty undone," the voices whisper. And then, "On the eve of the Age of Worms, a hero of the pit shall use his fame to gift a city to the dead." After this, there is only silence. It would seem that two prophecies have yet to be realized.

Rod of Fury

Mak'ar's spiked rod is a *rod of fury +2*. As long the rod is carried in a hand, it grants its wielder a +2 deflection bonus to Armor Class. It also allows a spellcaster to increase the effectiveness of one spell of 6th level or lower per day, altering it as if it were under the effect of the Empower Spell feat. Activating this ability is a free action and does not affect the spell level or casting time of the altered spell (even for sorcerers and other spontaneous casters). The *rod of fury* appeared in *Complete Arcane*.

Strong abjuration; CL 17th; Craft Rod, Empower Spell, Spell Focus, *protection from chaos/evil/good/law*, creator's caster level must be at least three times that of the bonus placed in the rod; Price 38,800 gp.

Knowledge (religion) DC 14: The worm-eaten dead rising from graves are spawn of Kyuss.

Knowledge (the planes) DC 20: The great tree is the physical manifestation of a demon lord named Malgarius.

Knowledge (arcana) DC 30: The "comet" that struck the earth was in fact an anciant tmeple called the Fane of Scales that was rumored to have fallen from the skies over a remote rural region two years ago.

Knowledge (geography) DC 25: The city shrouded in blackness filled with eyes is in fact Istivin, a place long held to be cursed and haunted by demonic spirits.

Knowledge (arcana) DC 25: The hand the man attaches to his bleeding wrist is the notorious *Hand of Vecna*.

Knowledge (geography) DC 25: The city built in a volcano's caldera is Cauldron, and the disaster that struck it occurred about a year ago.

XP: Award experience for witnessing this vision as if the PCs had defeated a CR 14 creature.

CONCLUDING THE ADVENTURE

The destruction of the *obsidian ring* allows any of the surviving creatures within to escape into the surrounding jungle, but since the majority of the worms of Kyuss die when Mak'ar is destroyed, impact upon the surrounding environment should be minimal. If any of the Kyuss Knights still survive, they begin the long journey north to rejoin their master in the Wormcrawl Fissure; if you plan to play "Into the Wormcrawl Fissure" or "Dawn of a New Age," you can have the PCs encounter these knights at points in those adventures if you wish.

If the PCs defeat Mak'ar and bring down the Spire of Long Shadows, the magic of the visions that has touched them solidifies inside their souls—they are now inexorably bound to the prophecies. More than ever, their actions (or inaction) will decide the final outcome of the Age of Worms. As a result, fate itself has a special place in store for the PCs, and each character receives a number of Fate Points as a result. Total up the number of visions the PCs managed to witness—this total is the amount of Fate Points you should award each character. A Fate Point can be spent at any time to immediately reroll the result of a d20 roll, but the character must accept the new result, even if it is lower than the previous one (unless the character spends another Fate Point to reroll this new result). Fate Points can help the PCs manipulate their destinies at key points during the remainder of the Age of Worms Adventure Path. Fate Points, once spent, are gone forever. It's possible that certain actions later in this campaign could grant more Fate Points to the PCs, but for now, the ones they earn from witnessing the hidden secrets of Kyuss' genesis are all they'll get.

After the characters have cleared the ruins of Kuluth-Mar of Kyuss' minions and have learned everything they can, they are due for some well-earned rest back in Magepoint. Upon their return, they find Manzorian extremely interested in what they have learned. It seems certain that it is indeed Kyuss who is prophesized to begin the Age of Worms—in order to have a chance to stop this coming age, the PCs must stop a man who has become a god. And the one who knows the most about him, Balakarde, has been missing for years. Fortunately, Manzorian and his allies have made a breakthrough. It seems that in the days before his disappearance, Balakarde traveled to the notorious bandit city of Alhaster to seek advice from someone named Lashonna. What he discovered in Alhaster may be what brought about his doom, yet it may also be a key part in preventing the advent of the Age of Worms.

APPENDIX: THE SPAWN OF KYUSS

As mortal and god, Kyuss was ever anxious to shape new monstrosities with the power of undeath. No victory was so sweet for Kyuss as those in which he not only destroyed his foe but also returned the foe to life as an undead creature at the mercy of his own foul will. The creation of undead, all twisted and brought into unlife by the vile green worms which hold much of Kyuss' power, was for him an art and a passion, an act as fulfilling for its own sake as for any part it played in his grand plans for godhood.

Eviscerator Beetle (Hound of Kyuss)

The bloated beetle moves with unnatural speed, its mandibles clicking and clicking and clicking in a maddening rhythm. The rotted and pitted shell evokes thoughts of ancient decay and unfathomable corruption, and tiny green worms, each a wriggling abomination of terror in its own right, squirm through these holes in its exoskeleton.

EVISCERATOR BEETLE **CR 10**
Always CE Large Undead
Init +7; **Senses** darkvision 60 ft.; Listen +0, Spot +21
Aura maddening chitter (120 ft.)

AC 27, touch 12, flat-footed 24; –1 size, +3 Dex, +15 natural
hp 117 (18 HD); **DR** 10/silver
Immune undead traits
Fort +8, **Ref** +11, **Will** +13

Spd 60 ft.
Melee bite +19 (4d6+11 plus 2d6/15–20) 2 claws +14 (1d6+5)
Space 10 ft.; **Reach** 5 ft.
Base Atk +9; **Grp** +24
Atk Options necrotic bite

Abilities Str 32, Dex 16, Con —, Int 2, Wis 10, Cha 14
SQ augmented critical, obey the wormtouched, worm healing
Feats Combat Reflexes, Great Fortitude, Improved Critical (bite), Improved Initiative, Improved Natural Attack (bite), Iron Will, Lightning Reflexes
Skills Spot +21

Environment Any Kyuss-associated
Organization Solitary, pair, or brood (3–6)
Treasure None
Advancement 19–22 HD (Large), 23–42 HD (Huge), 43–54 HD (Gargantuan)

Created ages ago by Kyuss while he was high priest at Kuluth-Mar, the eviscerator beetles were the first among a category of undead vermin known collectively as the Hounds of Kyuss. The Hounds of Kyuss are only rarely encountered outside of areas like Kuluth-Mar or the Wormcrawl Fissure, where Kyuss' touch is strongest. Other Hounds of Kyuss reputed to dwell in the Wormcrawl Fissure include the mindkiller scorpions and the earthcancer centipedes.

The Hounds of Kyuss do not speak or understand any languages, but obey simple mental commands and gestures from other servants of Kyuss.

Combat

The nearly mindless eviscerators employ simple tactics. When grouped with others of their kind, eviscerator beetles instinctively spread out and converge on their target from multiple sides. This instinctive swarming technique increases the chance of gaining flanking opportunities and prevents them from being destroyed by large area attacks.

Augmented Critical (Ex): An eviscerator beetle's bite attack threatens a critical hit on an 18–20; since most eviscerator beetles also have Improved Critical (bite), their threat range with a bite attack is 15–20.

Maddening Chitter (Su): The clicking chatter of the eviscerator beetle's mandibles is hypnotic, and living creatures enthralled by the sound do nothing but clutch at their skulls, trying in vain to rid their minds of the terrible sound. At the beginning of the beetle's action, all living creatures within 120 feet that can hear the beetle's chittering must make a DC 21 Will save or be unable to take any actions that round. For every additional beetle within range of the target creature, the DC to resist the maddening chitter is increased by 2. This is a sonic, mind-affecting effect. The save DC is Charisma-based.

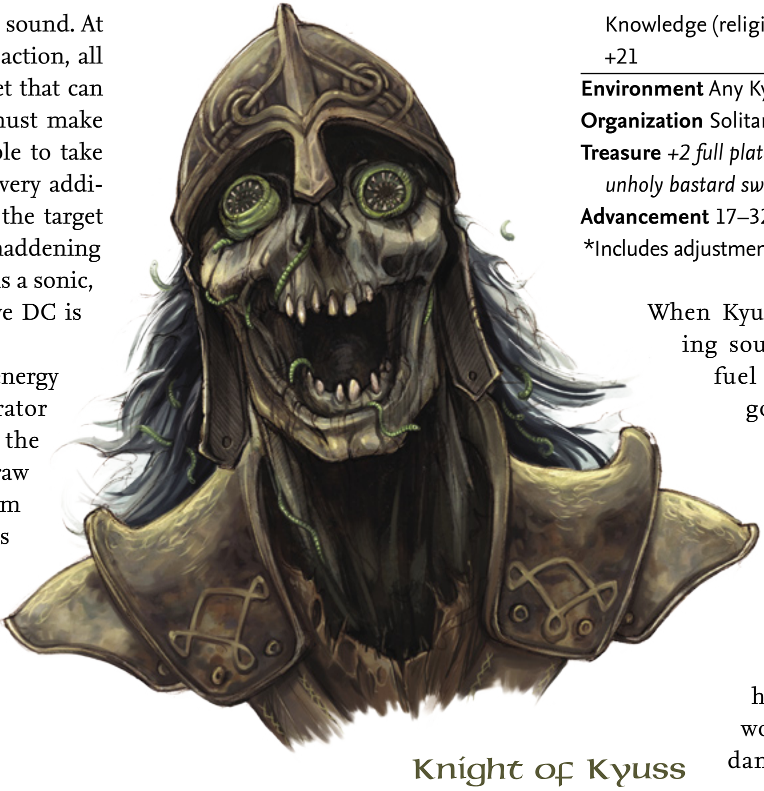
Necrotic Bite (Su): Necrotic energy courses through the eviscerator beetle. This energy infuses the creature's mandibles with the raw energy of undeath, causing them to inflict an extra 2d6 points of damage from the negative energy with each successful melee attack. This extra damage is not multiplied on a successful critical hit, and heals undead rather than harms them.

Obey the Wormtouched (Su): Although they are nearly mindless, eviscerator beetles unerringly follow simple commands given by other undead servants of Kyuss.

Worm Healing (Su): Eviscerator beetles are healed by the horrid power caught in the writhing worms of Kyuss. As a full-round action that provokes attacks of opportunity, a hound of Kyuss can consume an adjacent wormswarm. This heals the hound of Kyuss of all damage and removes any conditions removed by the *heal* spell. The wormswarm is completely destroyed, but makes no move to defend itself from this consumption.

Kyuss Knight

The figure wears dark armor that hides much of his form from view, but his skeletal visage and horrid stench reveals that he can be nothing but some kind of undead. Small green worms, their mouths filled with row upon row of jagged teeth, writhe along his armor, crawling under its plates and panes. His most gruesome feature are his eyes, which have been replaced by the ravenous mouths of two bloated worms.



Knight of Kyuss

KYUSS KNIGHT **CR 13**
Always CE Medium Undead
Init +0; **Senses** darkvision 60 ft.; Listen +21, Spot +21
Languages Abyssal, Flan (or a similar ancient language from your campaign)

AC 30, touch 10, flat-footed 30; +6 natural, +10 armor, +4 shield
hp 184 (16 HD); **DR** 10/silver
Immune cold, electricity; undead traits
Fort +10, **Ref** +10, **Will** +17

Spd 20 ft. in armor (30 ft. base)
Melee *+1 unholy bastard sword* +22/+17 (1d10+15/19–20) and
2 bites +13 (1d4+9 plus 1d4 Intelligence drain)
Base Atk +8; **Grp** +17
Special Atk gifts of Kyuss
Spell-Like Abilities (CL 16th):
At will—*detect good*
1/day—*bull's strength, death knell* (DC 17), *protection from energy*

Abilities Str 28, Dex 10, Con 10, Int 12, Wis 15, Cha 20
SQ dark blessing, martial calling, turn resistance +4, unholy toughness, worm healing
Feats Cleave, Exotic Weapon (bastard sword), Improved Sunder, Iron Will, Power Attack, Weapon Focus (bastard sword)
Skills Concentration +19, Intimidate +24, Knowledge (religion) +20, Listen +21, Spot +21

Environment Any Kyuss-associated
Organization Solitary, pair, or swarm (3–6)
Treasure *+2 full plate, +1 heavy steel shield, +1 unholy bastard sword*
Advancement 17–32 HD (Medium)
*Includes adjustment for 5-point Power Attack

When Kyuss sacrificed the living souls of Kuluth-Mar to fuel his ascension into godhood, the necromantic backlash of his transformation animated his faithful dead as the spawn of Kyuss. The generals of his armies became the swords of Kyuss, and his priests became the wormcallers. The most dangerous and potent of his worshipers became something more. Kyuss had only four of these personal bodyguards, all blackguards, and all four of whom were at his side when he ascended. They took the brunt of the necromantic backlash, and rose as his knights.

Today, these four souls are the only Kyuss Knights in existence. Each has virtually identical statistics, save that each possesses two unique gifts from the Wormgod. As the Age of Worms draws near, new Kyuss Knights may appear elsewhere in the world with unique gifts of their own.

Combat

Although each Kyuss Knight has different gifts from the Wormgod, their basic tactics remain identical. A Kyuss Knight is exceptionally alert, and at the first sign of trouble is quick to cast *bull's strength*. Unless he has reason to suspect his enemies use acid or sonic attacks, he also casts *protection from energy (fire)* on himself. His strength is in melee, so the Kyuss Knight closes to engage enemies as quickly as he can. He attacks with his bastard sword, and can also attack by extending his "eyes" on long stalks to bite at anyone in reach as well.

Dark Blessing (Su): A Kyuss Knight applies his Charisma modifier as a bonus on all saving throws.

Gifts of Kyuss (Su): Each Kyuss Knight possesses two unique gifts granted to them by their divine patron.

Nezzarin's Gifts: Nezzarin has *true seeing* (a constant effect that cannot be dispelled). In addition, Nezzarin's vision is supernaturally acute, granting him a +20 insight bonus on Search and Spot checks and on all Initiative rolls.

Barnos Indarna's Gifts: Barnos Indarna is shrouded with an ephemeral shadow of his former self. Once per round, this shadow can use one of Barnos's spell-like abilities or invoke visions of the worm as a free action—Barnos himself need not expend any actions to utilize this ability, but they are still treated as if he cast them normally for the purposes of resolving attacks of opportunity. The visions of the worm ability calls forth a shred of Kyuss' powerful visions of the Age of Worms and implants this brief picture of horror in the mind of a nearby living creature. This ability has a range of 60 feet. The target creature must make a DC 23 Will save or be stunned for one round, overcome with cataclysmic visions from the as yet unborn Age of Worms. The save DC is Charisma-based.

Kardic's Gifts: Three times a day as a free action (but only once per round), Kardic can transform a weapon he wields into shadow, allowing him to resolve one attack as a touch attack. Also three times a day, he can slip into shadow form himself as a free action to avoid a blow that would have hit him, granting him a 50% miss chance against that particular attack. Kardic must chose to use this ability before damage is determined.

Markath's Gifts: Any time Markath successfully scores a critical hit against an opponent with a melee attack, a targeted *greater dispel magic* affects that target (caster level 16). Additionally, Markath's bite attacks drain 2d4 points of Intelligence on a hit rather than 1d4.

Intelligence Drain (Su): Anyone who is bitten by one of the Knight's "eyes" takes 1d4 points of Intelligence drain. The Kyuss Knight heals 5 points of damage each time it drains Intelligence from a creature.

Martial Calling (Su): A Kyuss Knight gains a profane bonus equal to half its Hit Dice on all melee weapon attacks.

Unholy Toughness (Ex): A Kyuss Knight gains a bonus to its hit points equal to its Charisma modifier × its Hit Dice.

Worm Healing (Su): The Kyuss Knight is healed by the horrid power caught in the writhing worms of Kyuss. As a full-round action that provokes an attack of opportunity, a Kyuss Knight can consume an adjacent wormswarm. This heals the Kyuss Knight of all damage and removes any condition removed by the *heal* spell. The wormswarm is completely destroyed, but makes no move to defend itself from this consumption.

OVERWORM

The giant green worm has a vicious maw ringed with row upon row of needle-like teeth. The worm's green bulk flattens on its underside, its color lightening and the rings of its musculature becoming tighter. It has no obvious sensory organs, yet reacts to sound and movement with surprising speed.

OVERWORM **CR 15**
Always CE Gargantuan Magical Beast
Init +3; **Senses** darkvision 60 ft., tremorsense 60 ft.; Listen +24, Spot +1

AC 26, touch 5, flat-footed 26; –4 size, –1 Dex, +21 natural
hp 250 (20 HD); **DR** 15/silver
Immune mind affecting effects, poison
Fort +21, **Ref** +11, **Will** +7

Spd 20 ft., burrow 20 ft., swim 10 ft.
Melee* bite +21 (4d6+42/19–20)
Space 20 ft.; **Reach** 20 ft.
Base Atk +20; **Grp** +47
Atk Options Awesome Blow, Improved Bull Rush, Power Attack, improved grab (bite), swallow whole
Special Atk call of the wormgod

Abilities Str 40, Dex 8, Con 24, Int 1, Wis 12, Cha 8
SQ obey the wormtouched, worm infested
Feats Awesome Blow, Great Fortitude, Improved Bull Rush, Improved Critical (bite), Improved Initiative, Improved Natural Attack (bite), Power Attack
Skills Listen +24

Environment Any Kyuss-associated
Organization Solitary, pair, or swarm (3–6)
Treasure None
Advancement 21–30 HD (Gargantuan), 31+ HD (Colossal)
*Includes adjustment for 10-point Power Attack

Whether they are the source of his power or the expression of his deranged will, the worms of Kyuss come in many sizes and variety. From the worms of corruption no larger than a finger to the enormous overworm, the one thing that binds their kind is their malignant intent.

Overworms are never less than 80 feet in length, and weigh at least 40,000 pounds.

Combat

Unless directed by a more intelligent servant of Kyuss, an overworm focuses on one foe at a time. Spurred by the madness of Kyuss himself, the worms never think of retreat, only of crushing and corrupting living things in their path.

Call of the Wormgod (Su): Although themselves relatively unintelligent, an overworm carries within it the writhing and malignant will of its god and creator. Once per round as a free action, an overworm can project this foul and cancerous will into other living creatures, targeting any one living creature within 120 ft. The target must make a DC 19 Will save or be stunned, its mind filled with the horrid visions that writhe within the divine consciousness of Kyuss. Each round at the start of its turn, the victim may attempt a new saving throw to end the effect as a full-round action that does not provoke attacks of opportunity. This is a mind-affecting effect. This save DC is Charisma-based.

Improved Grab (Ex): To use this ability an overworm must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can attempt to swallow the foe on the following round.

Obey the Wormtouched (Su): Although they are nearly mindless, overworms unerringly follow simple commands given by other undead servants of Kyuss.

Swallow Whole (Ex): An overworm can try to swallow a grabbed opponent of at least two size categories smaller than itself by making a successful grapple check. Once inside, the opponent takes 2d8+16 points of crushing damage plus 6 points of acid damage per round from the worm's gizzard. The victim is also targeted by the worms that dwell in the overworm's body (see Worm Infested, below). A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 25 points of damage to the gizzard (AC 20). Once the creature exits, muscular action closes the hole. Another swallowed opponent must cut its own way out. An overworm's gut can hold 1 Large, 2 Medium, 8 Small, 32 Tiny, or 128 Diminutive or smaller opponents.

Worm Infested (Ex): An overworm is host to hundreds of smaller worms of Kyuss. Any creature that attacks an overworm with a natural weapon, unarmed strike, or light melee weapon must make a DC 19 Reflex save or a number of worms latch onto his flesh and begin burrowing into his body. The save DC is Dexterity-based.

Once infested, the victim takes 1d6 points of damage per round for 1d4+1 rounds. At the end of that period, the worms reach the host's brain. While the worms are inside a victim, a *remove curse* or *remove disease* effect destroys them, and a *dispel evil* or *neutralize poison* effect delays their progress for 10d6 minutes. A successful DC 20 Heal check extracts the worms and kills them, although this check takes 1d3 rounds to perform and the worms may reach the brain before the Heal check succeeds.

Once the worms reach the brain, the victim takes 2d4 points of Intelligence damage per round until the worms are killed (by *remove curse* or *remove disease*) or they slay the host (death occurs at 0 Intelligence). A Small, Medium, or Large humanoid slain by these worms rises as a sword of Kyuss 1d6+4 rounds later. A Tiny or smaller creature quickly putrefies, and a Huge or larger creature (or any non-humanoid creature) becomes a normal zombie of the appropriate size. Newly created undead are not under the overworm's control.

Sword of Kyuss

Baroque armor covers every inch of this skeletal figure, every inch save for two gaping eye sockets. The ornate steel and silver plate carries a sickening green sheen, and from one of the armor's many well-crafted joints a small green worm wriggles to be free. Similar worms writhe and slide between many of the armor's plates, yet the creature's grip on its massive greatsword remains firm and hints at deadly skill.

SWORD OF KYUSS CR 10

Always CE Medium Undead

Init +3; **Senses** darkvision 60 ft.; Listen +19, Spot +19

Languages Abyssal, Flan (or a similar ancient language from your campaign)

AC 26, touch 11, flat-footed 25; +1 Dex, +6 natural, +9 armor

hp 133 (14 HD); **DR** 10/silver

Immune cold, electricity; undead traits

Fort +4, **Ref** +5, **Will** +11

Spd 20 ft. in armor (30 ft. base)

Melee* wormblade +20/+15 melee (2d6+24 plus 1d6 acid/19–20)

Base Atk +7; **Grp** +16

Atk Options Power Attack

Special Atk invocation of the worm

Abilities Str 28, Dex 12, Con —, Int 12, Wis 14, Cha 16

SQ martial calling, turn resistance +2, unholy toughness

Feats Ability Focus (invocation), Cleave, Improved Initiative, Power Attack, Weapon Focus (greatsword)

Skills Intimidate +20, Knowledge (religion) +18, Listen +19, Sense Motive +19, Spot +19

Environment Any Kyuss-associated

Organization Solitary or patrol (2–6)

Treasure *+1 full plate* and masterwork greatsword

Advancement 15–28 HD (Medium)

*Includes adjustment for 5-point Power attack

If the spawn of Kyuss are the footsoldiers of the Wormgod's legions, then the swords of Kyuss are his elite shock troops. Sheathed in ornate full-plate armor of ancient design and wielding the dreaded wormblades of Kyuss, the swords of Kyuss are the martial elite of Kyuss' forces.

Unlike the slumped and shambling spawn of Kyuss, the swords of Kyuss are intelligent and powerful warriors. While Kyuss walked the earth as a mortal, these elite soldiers served as his strong right arm, protecting his strongholds and serving as heavy infantry in his armies. With their flesh tainted by undeath, they continue to carry out his desires, the twisting green worms of his powerful will crawling through their minds and bodies.

Combat

As elite warriors and shock troops of Kyuss' legions, the swords of Kyuss are capable of sophisticated tactics and swift decision making in combat. The swords work well in teams, directing lesser servants of the wormgod and swiftly completing the orders of their superiors (such as the wormcallers or the powerful and unique Knights of Kyuss). They are fond of using the invocation of the worm against foes who are locked in melee combat with other undead creatures, damaging their foes while at the same time healing their undead allies.

Invocation of the Worm (Su): Three times per day, a sword of Kyuss can unleash a blast of negative energy. The blast fills a 20-foot-radius spread anywhere within a range of 100 feet + 10 feet per HD of the sword of Kyuss. The blast deals 1d6 points of damage per Hit Die possessed by the sword of Kyuss (maximum 20d6). The blast of a typical sword has a range of 240 ft. and inflicts 14d6 damage. Living creatures caught in the blast can make a Reflex save (DC 22) for half damage. Undead in the blast are instead healed of damage equal to the amount inflicted. The save DC is Charisma-based.

Martial Calling (Su): A sword of Kyuss gains a profane bonus equal to half its Hit Dice on all melee weapon attacks.

Unholy Toughness (Ex): A sword of Kyuss gains a bonus to its hit points equal to its Charisma modifier × its Hit Dice.

Worm Healing (Su): The swords of Kyuss are healed by the horrid power caught in the writhing worms of Kyuss. As a full-round action that provokes an attack of opportunity, a sword of Kyuss can consume an adjacent wormswarm. This heals the sword of Kyuss of all damage and removes any condition removed by the *heal* spell. The wormswarm is completely destroyed, but makes no move to defend itself from this consumption.

Wormblade (Su): Each sword of Kyuss carries a masterwork greatsword. Their unholy energies infuse this greatsword, transforming into a *+1 greatsword* that inflicts an additional 1d6 points of acid damage on a hit, as long as the sword of Kyuss wields the greatsword. It is said that each death caused by a wormblade adds to Kyuss' tally of souls, increasing his power and drawing the dreaded Age of Worms closer to its fulfillment.

Wormcaller

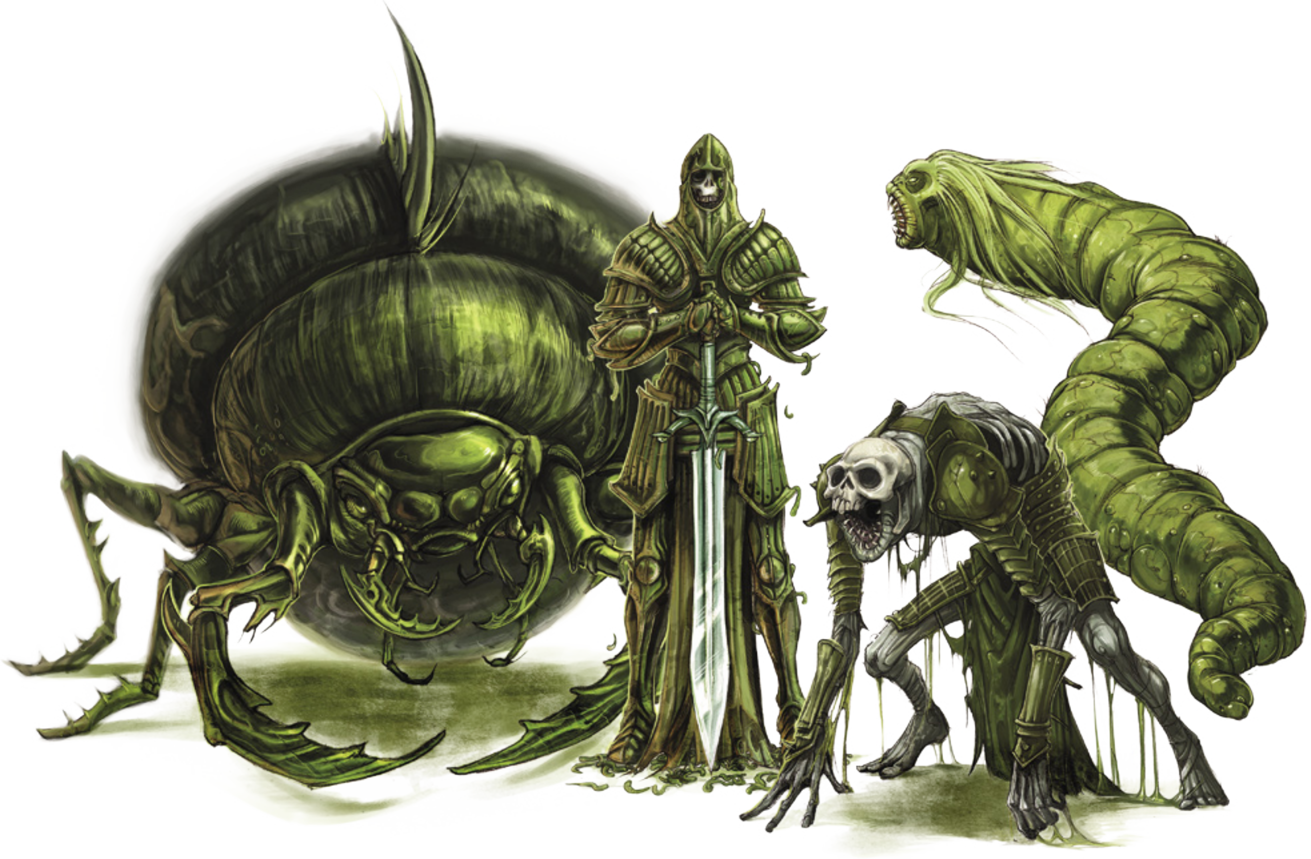
The stooped creature is sheathed in full plate armor, over which lies the tattered remains of ancient robes of state. The creature's shriveled and tortured limbs teem with writhing hordes of green worms. These worms move over the creature's decayed body, crawling between the plates of its armor.

WORMCALLER CR 10
Always CE Medium Undead
Init +9; **Senses** darkvision 60 ft.; Listen +21, Spot +21
Languages Abyssal, Flan (or a similar ancient language from your campaign)

AC 27, touch 15, flat-footed 22; +5 Dex, +6 natural, +6 armor
hp 90 (12 HD); **DR** 10/silver
Immune cold, electricity; undead traits
Fort +4, **Ref** +9, **Will** +14

Spd 30 ft.
Melee 2 slams +7 (1d6+1) and bite +3 (1d6)
Ranged *slashing darkness* +11 touch (5d8)
Base Atk +6; **Grp** +7
Spell-Like Abilities (CL 12th, +11 ranged touch):
At will—*hold person* (DC 18), *slashing darkness*
3/day—*air walk*, empowered *slashing darkness*, *flame strike* (DC 21), *greater dispel magic*, *mass inflict moderate wounds* (DC 22), *invisibility purge*, *protection from energy*, quickened *hold person*, *suggestion* (DC 19)

Abilities Str 13, Dex 20, Con —, Int 16, Wis 22, Cha 22
SQ rebuke undead, turn resistance +6, worm healing
Feats Combat Casting, Empower Spell-Like Ability (slashing darkness), Improved Initiative, Iron Will, Quicken Spell-Like Ability (hold person)



Skills Concentration +15, Knowledge (arcana) +18, Knowledge (religion) +18, Listen +21, Sense Motive +21, Spellcraft +20, Spot +21

Environment Any Kyuss-associated
Organization Solitary or cult (2–6)
Treasure *+1 mithral breastplate*
Advancement 13–24 HD (Medium)

In ancient times, the wormcallers were the lesser priests that helped Kyuss ascend from mortal to god. They kept the enslaved masses in line, speaking always of the glories to be found in giving one's soul to the ever-growing power of Kyuss. The devotion of these fanatics was matched only by their cruelty, as they led the swords of Kyuss and lesser servants in the mass sacrifices that fueled Kyuss' ascension.

Wormcallers are shriveled, zombie-like undead creatures, still wrapped in the decayed finery they wore when Kyuss lived as a mortal. Over their stooped frames, they wear fine mithral breastplates, for they were war priests as well as partakers of Kyuss' corruption.

Combat

The wormcallers are the vessels of Kyuss' will, channeling his divine power through their own bodies. They command lesser servants of Kyuss, including powerful shock troops such as the swords of Kyuss and the lowly spawn and wormswarms. Their cruel intelligence allows them to use their spell-like abilities to their fullest, holding those foes likely to have poor Will saves and dispelling the effects of opposing spellcasters.

Rebuke Undead (Su): A wormcaller can rebuke and command undead as a 12th-level cleric.

Worm Healing (Su): A wormcaller is healed by the horrid power caught in the writhing worms of Kyuss. As a full-round action that provokes an attack of opportunity, a wormcaller can consume an adjacent wormswarm. This heals the wormcaller of all damage and removes any condition removed by the *heal* spell. The wormswarm is completely destroyed, but makes no move to defend itself from this consumption.

Worm Naga

The vile, bloated worm has a thick green body nearly ten feet long. The vaguely human head is covered in stringy green hair. The creature's mouth, a round sucker-like orifice ringed with rows of tiny teeth is perhaps its most horrid feature.

WORM NAGA **CR 11**
Always NE Large Aberration
Init +6; **Senses** darkvision 60 ft.; Listen +18, Spot +18
Languages Abyssal, Common, Infernal

AC 25, touch 11, flat-footed 23; –1 size, +2 Dex, +14 natural
hp 126 (11 HD)
Immune mind-affecting
Fort +10, **Ref** +5, **Will** +11

Spd 20 ft., swim 20 ft.
Melee bite +12 (2d6+7 plus poison)
Space 10 ft.; **Reach** 5 ft.
Base Atk +8; **Grp** +17
Special Atk feeblemind gaze, spells
Spells Known (CL 10th, +9 ranged touch):
5th (4/day)—*slay living* (DC 21)
4th (6/day)—*air walk, enervation*
3rd (7/day)—*bestow curse* (DC 19), *dispel magic, ray of exhaustion* (DC 19)
2nd (7/day)—*blindness/deafness* (DC 18), *command undead* (DC 18), *invisibility, scorching ray*
1st (8/day)—*divine favor, cure light wounds, mage armor, shield, shield of faith*
0 (6/day)—*cure minor wounds, detect magic, ghost sound* (DC 15), *guidance, mage hand, open/close, prestidigitation, read magic, touch of fatigue* (DC 16)

Abilities Str 21, Dex 14, Con 25, Int 16, Wis 19, Cha 20
SQ worm affinity
Feats Ability Focus (feeblemind gaze), Alertness, Empower Spell, Eschew Materials[B], Improved Initiative, Spell Focus (necromancy)
Skills Bluff +19, Concentration +21, Listen +18, Spellcraft +17, Spot +18

Environment warm jungles or marshes
Organization solitary or nest (2–4)
Treasure standard
Advancement 12–15 HD (Large), 16–33 HD (Huge)

Although Kyuss' power as high priest and now deity was always rooted in the divine, he cultivated many servants of great arcane power as well. After his transformation into godhood, he rewarded his most powerful followers by twisting their essences into a new and aberrant form of life—the worm naga. Inspired by the human-headed serpentine bodies of the nagas, Kyuss fused his most promising spellcasters with loathsome Kyuss worms into a new and powerful servant of his will.

Slashing Darkness

Evocation
Level: Cleric 3
Components: V, S
Casting Time: 1 standard action
Range: Medium (100 ft. + 10 ft./level)
Effect: Ray
Duration: Instantaneous
Saving Throw: None
Spell Resistance: Yes

A hissing, hurtling ribbon of pure darkness flies from your hand. A creature struck by this ray of darkness takes 1d8 points of damage per two caster levels (maximum 5d8). An undead creature instead heals 1d8 points of damage per two caster levels (maximum 5d8).

This spell first appeared in the *Miniatures Handbook*.

Worm nagas are a rarity in Kyuss' service, for they are living creatures rather than undead, and in the time since their creation a few have turned to their own interests rather than continuing to serve the Wormgod.

Combat

In combat, a worm naga typically opens with a ranged spell such as *enervation* or *scorching ray*, in an attempt to disable foes before they can engage the naga in melee. Should foes close, the worm naga relies heavily on its feeblemind gaze to protect it from spellcasters while it slithers in to use its touch spells and bite.

Feeblemind Gaze (Su): As *feeblemind*, 30 feet, Will DC 20 negates. The save DC is Charisma-based.

Poison (Su): Injury, Fortitude DC 22, initial damage paralysis for one minute, secondary damage 1d6 Int. The save DC is Constitution-based.

Spells: Worm nagas cast spells as 10th-level sorcerers and can also cast spells from the cleric list. The cleric spells are considered arcane spells for a worm naga, meaning that the creature does not need a divine focus to cast them.

Worm Affinity (Ex): A worm naga is immune to the corrupting effects of the various Kyuss worms (including wormswarms).

WORMSWARM

A writhing mass of tiny green worms surges across the floor, each one a horror of teeth and malignant hunger.

WORMSWARM **CR 10**
Always CE Diminutive Vermin (swarm)
Init +6; **Senses** darkvision 60 ft., tremorsense 60 ft.; Listen +0, Spot +0

AC 20, touch 20, flat-footed 14; +4 size, +6 Dex
hp 102 (12 HD)
Immune critical hits, flanking, mind-affecting, sneak attack, weapon damage
Fort +12, **Ref** +10, **Will** +4
Weakness swarm weaknesses

Spd 30 ft., burrow 10 ft., swim 30 ft.
Melee swarm (3d6 plus poison)
Space 10 ft.; **Reach** 0 ft.
Base Atk +9; **Grp** –8
Atk Options distraction (DC 20)
Special Atk create spawn

Abilities Str 1, Dex 22, Con 18, Int —, Wis 10, Cha 8
SQ obey the wormtouched, swarm traits, vermin traits

Environment any Kyuss-associated
Organization solitary, swath (2–4), or infestation (5–12)
Treasure none
Advancement none

The green worms of Kyuss come in many sizes and forms, but all are but implements of his terrible will. Long has that will been turned to fulfilling an ancient prophecy, a prophecy of green wriggling death visited upon hundreds of living creatures. The instrument of this cataclysm, this Age of Worms, are the very creatures through which Kyuss works his malice. As these worms grow in size, they exist as solitary predators, but in their early stages of life, they band together by the thousands, creating deadly swarms and consuming the enemies of the wormgod.

Kyuss worms are vicious green worms with horrid sucker-like mouths and one simple urge-to destroy living creatures and raise them as further undead minions for Kyuss.

Kyuss wormswarms do not speak or understand any languages, but obey simple mental commands and gestures from other servants of Kyuss.

Combat

Kyuss wormswarms mindlessly attack and devour their opponents.

Distraction (Su): Any living creature that begins its turn with a wormswarm in its space must make a DC 20 Fortitude save or be nauseated for 1 round. The save DC is Constitution-based.

Poison (Ex): Injury, Fortitude DC 20, initial damage 1d4 Int, secondary damage 2d4 Int. The save DC is Constitution-based.

Create Spawn (Su): Any living creature killed by a wormswarm rises as a zombie in 1d4 hours. A humanoid creature with 11 or more Hit Dice instead rises as a sword of Kyuss in 1d4 hours.

Obey the Wormtouched (Su): Although they are mindless, wormswarms unerringly follow simple commands given by other undead servants of Kyuss.

Jesse Decker, a former editor-in-chief of DRAGON, *is now the Development Manager for Wizards of the Coast's RPG R&D department. His previous* DUNGEON *effort, "Secrets of the Soul Pillars," was one of the most popular installments of the Shackled City Adventure Path.*

RUNNING "THE SPIRE OF LONG SHADOWS" IN THE FORGOTTEN REALMS

by Eric L. Boyd

Conversion notes for Bane (Hextor), Bhaal (Erythnul), Myrkul (Vecna), Dagsumn (Eligos), and Prendergast "Gast" Brokengulf (Loris Raknian) have already been mentioned in conversion sidebars for earlier adventures in the Adventure Path.

Lord of the End of Everything

Jergal, Lord of the Dead, is an ancient god whose origins have long been forgotten. Most scholars believe Jergal to have arisen as the Netherese god of the dead, although few can explain his bizarre insect-like appearance. (See the novel *Prince of Lies* for a picture of Jergal.)

In truth, Jergal is an alien god, brought to the Realms millennia ago by a pod of spellweavers who settled in the region now known as the Chultengar, located in the easternmost reaches of the of the Jungle of Chult. It is believed that one of the earliest Netherese archwizards studied necromancy with the spellweavers of the Chultengar before returning to Netheril, and that he founded the church of Jergal upon his return.

According to myth (detailed in full in *Faiths & Avatars*), Jergal grew bored of his role as Lord of the Dead and voluntarily divided his portfolios among Bane, Bhaal, and Myrkul. The truth is rather more sinister. Jergal harbored great ambitions to bring all the Realms under his rule, including all the other gods and even Ao, the Overgod. However, Ao's strictures prevented Jergal from growing beyond the status of a greater god, meaning that he could never force all the other gods to bow down before his throne.

Undeterred, the Lord of the End of Everything hit upon a plan that would allow him to evade Ao's strictures. First, Jergal set in motion a series of prophecies that would mark the beginning of the Age of Worms, including inscribing a process on a set of bronze disks by which an ambitious mortal (Kyuss) could ascend to godhood. Second, Jergal embedded three compulsions in his mind: give away his portfolios to three gods and profess to be bored with his role, consume those three gods after all three had been reborn, and consume the ascended mortal who followed the process noted above. Lastly, Jergal extracted all knowledge of his plan from his own mind, other than the latent compulsions, and placed it within the first green worm. Over time, Jergal's extracted knowledge was thereby split among all the worms created by Kyuss. This last step allowed the Lord of the End of Everything to avoid Ao's oversight, as Jergal himself was thereafter unaware of his own plan and no other single creature knew the whole plan as well.

Origins of Kyuss

After the collapse of the yuan-ti empire of Mhairshaulk, the yuan-ti and their distant cousins, the couatls, battled for control of the Chultan peninsula. Around the time of Netheril's founding, the couatl population declined precipitously, and they sought another race to keep the western end of the Chultan Peninsula free of yuan-ti influence. Eventually the couatl settled on the human tribes of a distant continent to the southwest and preached to them the teachings of Ubtao. Those tribes who accepted Ubtao's message (the most prominent of which were the Eshowe, the Tabaxi, and the Thinguth) followed the winged serpents in a great pilgrimage across the seas to the Jungle of Chult (Amedio Jungle) in –2,809 DR.

The tribes landed on the Wild Coast and marched inland to the Peaks of Flame, where the avatar of Ubtao welcomed them. After all but a handful of the winged serpents then withdrew from southwestern Faerûn, the Father of Chult founded the great city of Mezro (Sulm) in –2,637 DR and dwelt there for a time among the Tabaxi, the greatest of the tribes, while the other tribes scattered throughout the jungles.

In the Year of Reverent Threnody (–653 DR), a Tabaxi (Flan) named Kyuss and his followers fled Mezro for the Chultengar, a dark region on the eastern border of the Jungle of Chult. There Kyuss founded the city of Kuluth-Mar, based upon the worship of a six-armed god of death named Jergal (Nerull). After his followers found the plates that spoke of the Age of Worms, Kyuss received the spellweaver lich who gave him the gift of a single green worm and built the Spire of Long Shadows.

Further details on the history of the Chultan peninsula and the inhabitants of the Chultengar are given in *Serpent Kingdoms*.

Longsaddle

The village of Longsaddle (Magepoint) lies far to the north of Daggerford (Diamond Lake), along the Long Road that connects Waterdeep to Mirabar. The population of the village proper is 130, while approximately 1,000 people live in the local area.

This bustling caravan waystop is famed for the presence of the Harpells, a family of wizards known for their wild and unpredictable use of magic. They dwell in the sprawling, heavily warded Ivy Mansion (which contains the equivalent of Magepoint's Library-Temple within its walls). A two-way *portal* links another part of the Ivy Mansion with the Tower of Twilight (Fortress of Unknown Depths) some thirty miles to the west. The Tower of Twilight is home to Malchor Harpell (Manzorian, NG male Illuskan human Wizard 20/Archmage 5). Other notable residents include Agath Harpell (Agath of Thrunch, NG male Illuskan human wizard 10/arcane devotee 9 [Selûne]), Cymria of Ardeep (CG female moon elf fighter 1/wizard 5/eldritch knight 7), Drace Kennit, who acts as a spy for the Arcane Brotherhood (Iuz), Cannorial El'atherian of Evereska (Celene), who is concerned with a green dragon plaguing the Forgotten Forest, Kelloran Blint of Mirabar, and Bronnok Holdstone of Citadel Adbar in the Silver Marches (Duchy of Urnst).

Characters are likely to stay at the Gilded Horseshoe (the All-Seeing Eye) but play games at the Gambling Golem. In addition to dragonchess and three dragon ante, favored games at the Gambling Golem include fighting frogs and scattershields.

Longsaddle, including a map of the village and the Tower of Twilight, as well as illustrations of fighting frogs and scattershields, are discussed in *Volo's Guide to the North* [2nd Edition] and *The North* [2nd Edition], both of which are available for free download from the Wizards of the Coast website (www.wizards.com). The effects detailed in the "Magic in Magepoint" section cover both the Tower of Twilight and Ivy Mansion, the result of powerful *mythal*-like wards that cloak both structures.

Malchor Harpell invites the PCs to the Ivy Mansion, where Cymria ushers them into the common room known as the Fuzzy Quarterstaff, and from there through a innocuous-looking *portal* into his study in the Tower of Twilight. The PCs may not even realize they have left the Ivy Mansion. Among the prophecies that have recently come true, Malchor cites the return of a city lost in shadow, the last rage of dragons, and a war between land and sea.

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Visions of the Past

Each time one of the visions is triggered, all characters present should make a DC 15 Knowledge (religion) check. Characters who worship Jergal or who have taken the Jergal's Pact feat (detailed in *Lost Empires of Faerûn*) receive a +20 circumstance bonus on such rolls. Assuming at least one character is successful, the character with the highest result receives a secondary vision superimposed over the vision described in the adventure.

The source of the secondary visions is unknown, but they may be an unintentional side effect of Jergal's attempt to evade Ao's strictures. Of course, characters who worship Jergal or who have taken the Jergal's Pact feat may or may not wish to share the visions with anyone else, depending on their loyalty to the Lord of the End of Everything, once the truth about Jergal is revealed.

Vision #1: King Kyuss

The ornate plate armor and black circlet, both made in the traditional Chultan design, are adorned with silver symbols of Jergal: a jawless skull and writing quill on a scroll (see *Faiths & Pantheons*).

Secondary Vision: *The skull warps from the form of a human skull to the skull of a monstrous humanoid and then back again.*

Knowledge (nature) DC 20: The skull is that of a spellweaver.

Vision #2: The Sundering

Secondary Vision: *For a moment you catch a glimpse of an incorporeal insect-creature astride the red dragon.*

Knowledge (religion) or Knowledge (history) DC 30: The figure resembles typical Netherese depictions of Jergal.

Vision #3: The Gift

Secondary Vision: *Above and behind the torture room you see a figure in the shape of a two-armed insect-creature. The figure is handing an identical jeweled box to the six-armed version.*

Automatic: The insect creature is the same as in Vision #2.

Knowledge (religion) or Knowledge (history) DC 30: The figure resembles typical Netherese depictions of Jergal.

Vision #4 Kyuss the Student

Secondary Vision: *Above and behind the desk you see a figure in the shape of a two-armed insect-creature. It is inscribing words onto bronze disks, identical except for their new condition.*

Automatic: The insect creature is the same as in Vision #2 and #3.

Knowledge (religion) or Knowledge (history) DC 30: The figure resembles typical Netherese depictions of Jergal.

Vision #5: Apotheosis

Secondary Vision: *Three human-like figures claw their way out of the ground surrounding Kuluth-Mar, each one dripping with green worms. One figure is clad in full plate mail and bears an iron scepter, one is heavily cloaked and bears a dagger dripping black blood, and one is a lich-like abomination clad in the black robes of a necromancer. One by one, a figure in the shape of an insect reaches down and consumes the three worm-infested figures, following up with the humanoid in the primary vision. After each is consumed, the insect creature sprouts another arm and swells, until in the end it has six and seems larger than all of Toril.*

Automatic: The insect creature is the same as in Vision #2, #3, and #4.

Knowledge (religion) DC 20: The three figures emerging from the ground resemble archaic depictions of Bane, Bhaal, and Myrkul. Bane was recently reborn, but Bhaal and Myrkul have been dead since the Time of Troubles.

Knowledge (religion) DC 25: According to myth, Jergal was once the Netherese god of the dead, holding all the portfolios that Bane, Bhaal, and Myrkul held up until the Time of Troubles.

Knowledge (religion) DC 30: No myths or religious teachings speak of Jergal consuming worm-infested versions of Bane, Bhaal, Myrkul, and Kyuss, so this vision could be a prediction of the future.

Vision #6: The Age of Worms

The visions include the return of the City of Shade (Knowledge [the planes] DC 25), the spectacular meteor shower that followed a brief, unexpected total eclipse of the sun over the Wayrock (Knowledge [arcana] DC 25), Sammaster's Rage of Dragons (Knowledge [aracana] DC 25), the assault on Waterdeep by the Army of Iakhovas (Knowledge [local] DC 25), the rebirth of Bane (Knowledge [religion] DC 25), and a city built into the heart of a volcano suffering tragedy during a partial eruption that sees the collapse of the southeastern portion (Knowledge [geography] DC 25).

Secondary Vision: *In the silence that follows the prophecies that herald the Age of Worms, a figure in the shape of a two-armed insect-creature pulls a familiar green worm out of its ear and places it in a jeweled box.*

Automatic: The god-like insect creature is the same as in Vision #2, #3, #4, and #5.

Automatic: The jeweled box is the same as in vision #3.

Knowledge (religion) or Knowledge (history) DC 30: The figure resembles typical Netherese depictions of Jergal.

In the Spire's Shadow

Exploring the Ruins

Ballaxxus is an outcast from the beholder city of Zokir, beneath the Alimir Mountains. (See *Drizzt Do'Urden's Guide to the Underdark* for more details on Zokir.)

Boshliwur dominates the East Quarter (not the West Quarter), which is closest to the city of Cauldron.

The South Quarter is the favorite hunting grounds of the pterafolk (see *Monsters of Faerûn*) who make up the majority of the Chultengar's population.

The West Quarter is dominated by a tribe of pterafolk ruled by a spirit naga chieftain. Small bands of yuan-ti regularly visit the tribe from Narubel, City of Seasnakes bearing goods seized by the pirate ships that frequent Narubel's harbor. This tribute is offered as payment to all the spirit naga chieftains of the valley for their aid in keeping Narubel isolated from the rest of Thindol for the past century.

The Obsidian Ring

After Kyuss ascended to godhood (making him a largely forgotten member of the Chultan pantheon, as detailed in *Powers & Pantheons*), an alliance of couatls, wild dwarves (wild elves), and eladrins sacrificed themselves to contain him within the Obsidian Ring.

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RUNNING "THE SPIRE OF LONG SHADOWS" IN EBERRON

by Keith Baker

Kyuss and the Spell Weavers

As outlined in the conversion notes for "The Champion's Belt," the wizard Kyuss was born in Sarlona and driven to Khorvaire by those who feared his sinister practices. He established his city of Kuluth-Mar in the jungles of Q'barra, and it was there that he discovered the spell weavers: an ancient race born in the Age of Demons and devoted to the fiendish overlords imprisoned in that battle. Spell weaver liches taught Kyuss the secrets of the past, and ultimately Kyuss sacrificed his thousands of minions to bond with the overlord Katashka. But the spell weavers had betrayed Kyuss. He was to serve as the vessel for Katashka's release—but not until the rise of the Age of Worms.

While the spell weavers are few in number and largely hidden in the depths of Q'barra, they could be found anywhere in EBERRON, acting in the service of Katashka or an overlord with influence over magic, such as Sul Khatesh (see *DRAGON* #327).

Danger on the Road: Visciannix

The "Lords of Dust" article in *DRAGON* #327 mentions a pit fiend named Korliac of the Gray Flame, and Korliac could be used in place of Visciannix: he is still seeking the *Rod of Seven Parts*, but he's doing it from a fortress in the depths of Khyber instead of the Nine Hells. The devil minions in this encounter can remain as listed: these are exiles from Shavarath that Korliac has bound to his cause.

While Korliac is a member of the Lords of Dust and the Council of Ashtakala, he has no loyalty to Katashka the Gatekeeper, nor any knowledge of the Age of Worms.

Magepoint and Manzorian

Magepoint is located on the southern coast of Breland, just west of Zilspar. The people of Magepoint are quite powerful: Agath of Thrunch is a higher-level cleric than the archheirophant of Sharn. If this concerns a DM, it is always possible to reduce the levels of the NPCs, but as the characters are approaching high levels themselves, it can be useful to have powerful allies. So who are these people, and why didn't their considerable mystical powers play a significant role in the Last War? They are dragons, and the servants of dragons. Magepoint may appear to be a peaceful village, but it is actually an outpost of the Chamber: a safe haven for the draconic observers who monitor Khorvaire. While many of the inhabitants of Magepoint have good alignments, the actions of the Chamber are dictated by the Draconic Prophecy, and as such they have stood on the sidelines and let the Five Nations fall around them. Manzorian is aware of the prophecy of the Age of Worms, but he also knows that if it is to be stopped, it must be stopped by the player characters, who he has identified as the tools of prophecy.

Manzorian is a dragon in human form (LG male wyrm gold dragon archmage 4). He is one of the oldest dragons associated with the Chamber, and seeks to temper the wilder impulses of the younger dragons. His fortress is built on a manifest zone tied to Thelanis, and this is the force that empowers arcane magic in the region.

In EBERRON, the Temple of Boccob appears to be dedicated to Aureon, the Sovereign Lord of Law and Lore. In truth, Agath is a priest of Io and a servant of the Chamber, and his willingness to assist the player characters is based on the role they have to play in the future. It is up to the DM to decide if he asks for compensation for his services, and if so what form that will take.

Drace Krennit may be an evil human, but he could just as easily be an evil juvenile bronze dragon. He has been providing information to Erandis d'Vol and the Hags of Droaam.

Cannorial El'atherian is a member of a druidic sect known as the Shadows of the Forest. He has come south from the King's Forest, and searches for adventurers to help deal with a pack of troll werewolves that have crawled out of Khyber and are menacing the woods—a threat that may be of special concern to followers of the Silver Flame.

As Manzorian wants to keep Magepoint hidden from the public eye, Kellorian Blint may not have a place in EBERRON. However, he could be another disguised dragon. There are many factions in Argonnessen, and Kellorian could feel that the hands-off approach of the Chamber is shortsighted; he wants to encourage trade to pave the way for more open contact between the cultures.

Audience with Manzorian

While this can mostly stand as is, a few things need to be adjusted to account for the involvement of the Lords of Dust.

The Ebon Triad: "…they are most likely agents for a larger power—catspaws being used to serve the purposes of Kyuss. Certainly, their goal of unifying the Keeper, the Mockery, and the Shadow into one overgod seems ridiculous…"

Kyuss: "…we know that he was once a mortal, a powerful priest who gained the powers of Katashka, one of the mighty overlords of the Age of Demons."

Kuluth-Mar

The ruined city of Kuluth-Mar lies in the northeastern jungle of Q'barra, north of Ka'rhashan and far from any human settlements of the modern age. The various forces within the city have arrived over the ages. Ballaxxus emerged from Khyber a thousand years ago; though he once had ties to the Daelkyr lord Belashyrra, he is currently serves no master save himself. Boshliwur is a planar exile. Yuan-ti are typically found in Xen'drik, and as such the DM may wish to replace the yuan-ti of the east quarter with half-fiend lizardfolk. Holy symbols to Nerull should be replaced by archaic symbols of a cult of the Keeper, the god Kyuss worshipped before the spell weavers initiated him into the mysteries of Katashka. References to Flan should instead be tied to pre-Riedran Sarlona.

The Corrupted Celestials (Area 4)

Celestials from the other planes rarely come to Eberron—the archons of Shavarath are consumed by their own struggle, and have no time to fight every evil wizard who rises to power on Eberron (which is why Erandis d'Vol and Mordain the Fleshweaver aren't under constant celestial assault). It is possible that Kyuss summoned these corrupted creatures himself, binding them and torturing them as a test of his powers. Alternatively the sword archons could be replaced with

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couatl: these creatures are the native celestials of Eberron and the ancient enemies of Katashka, and it would certainly be appropriate for couatl to have challenged the rise of Kyuss.

Vision 5: Apotheosis

In Eberron, Kyuss does not actually become a god—he becomes a vessel for a force of godlike power. Anyone who makes the appropriate skill check will conclude that the soul energy was being used in an attempt to breach the binding power that holds the ancient overlords in check.

Alhaster

The city of Alhaster is located in the western lands of the Lhazaar Principalities; it has an infamous reputation, and will be explored further in the future.

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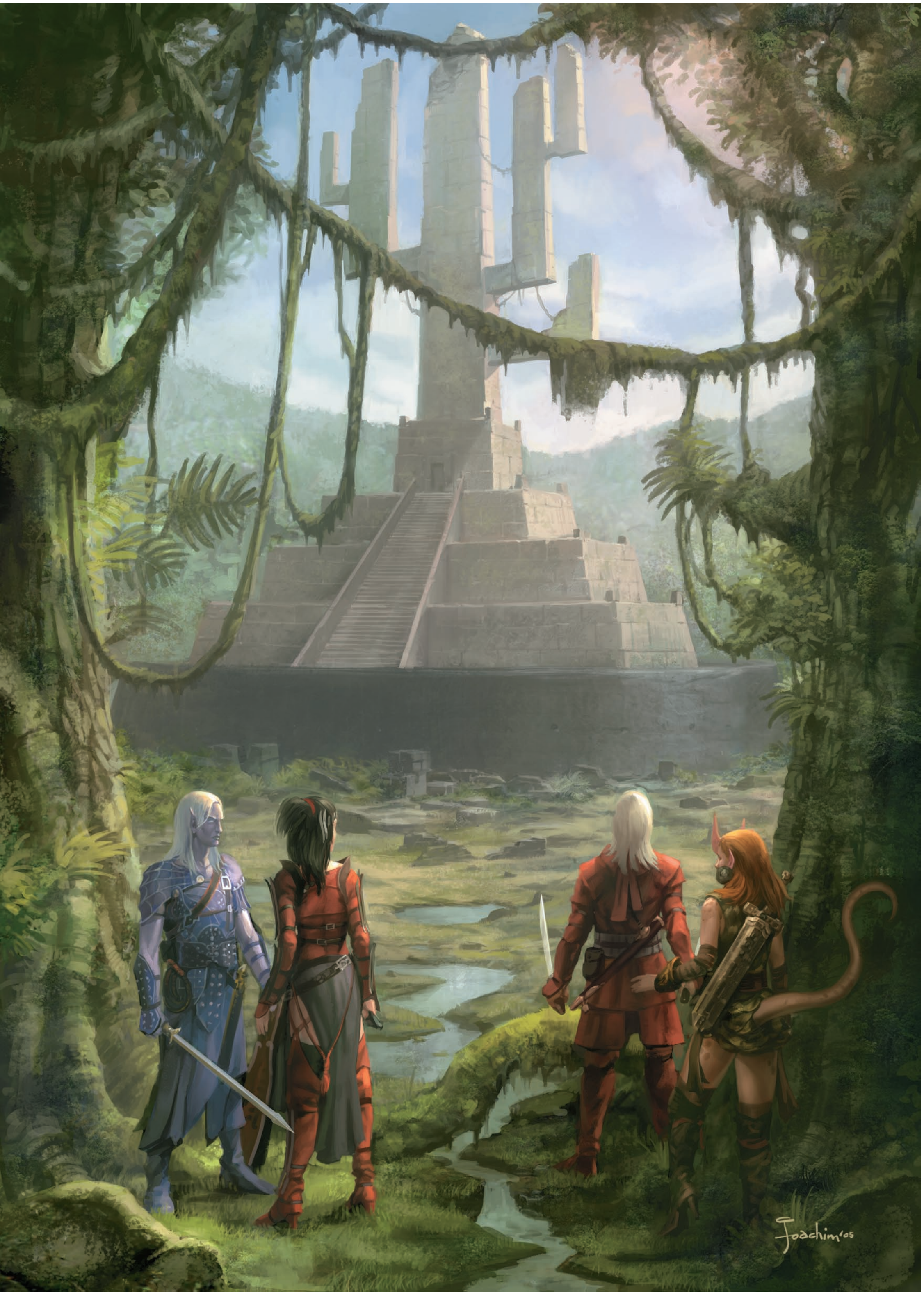

THE SPIRE OF LONG SHADOWS

by Jesse Decker

Centuries ago, the priest-king Kyuss sacrificed his nation to fuel his lust for divinity. He left legions of the hungry dead in his wake, along with a ruined city that now hides the truth behind the coming apocalypse. A man became a god in this worm-eaten city, and the secrets hidden there may hold the key to his defeat. An Age of Worms Adventure Path scenario for 13th-level characters.

Joachim Barrum

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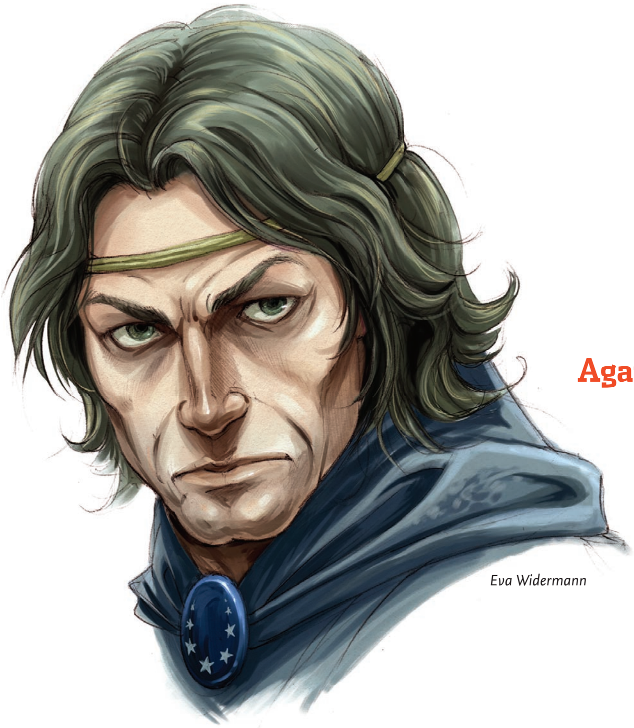
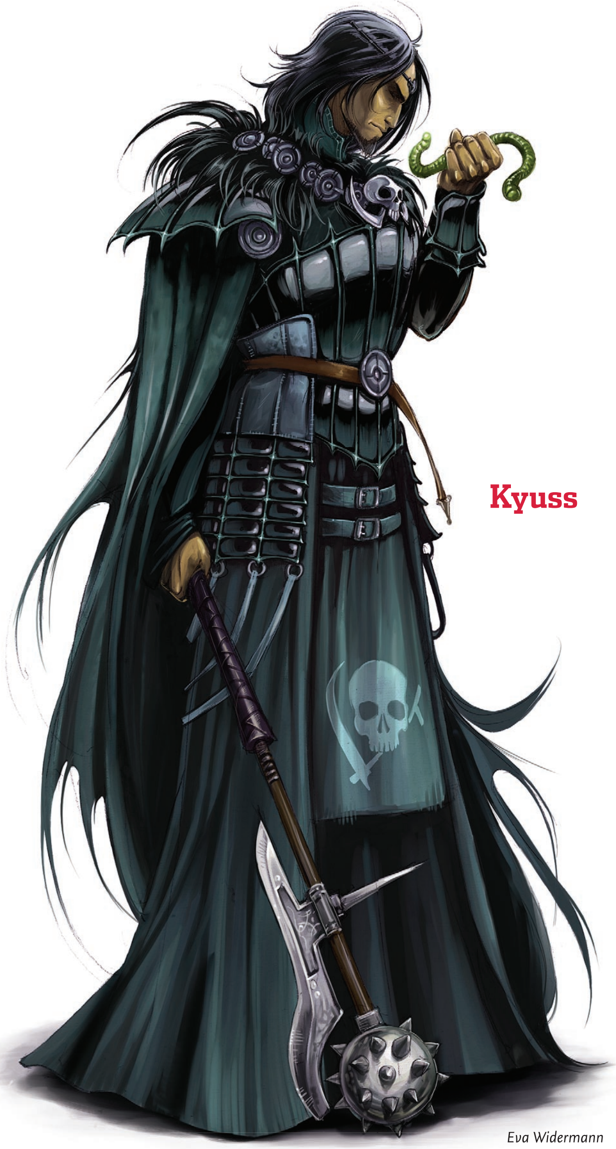


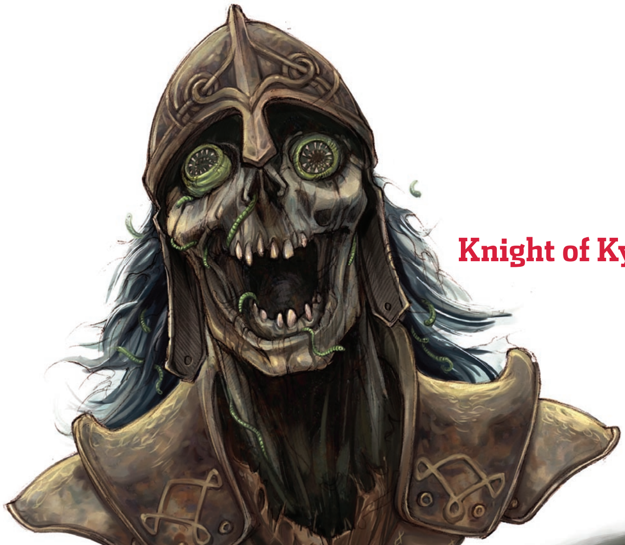
Agath

Eva Widermann



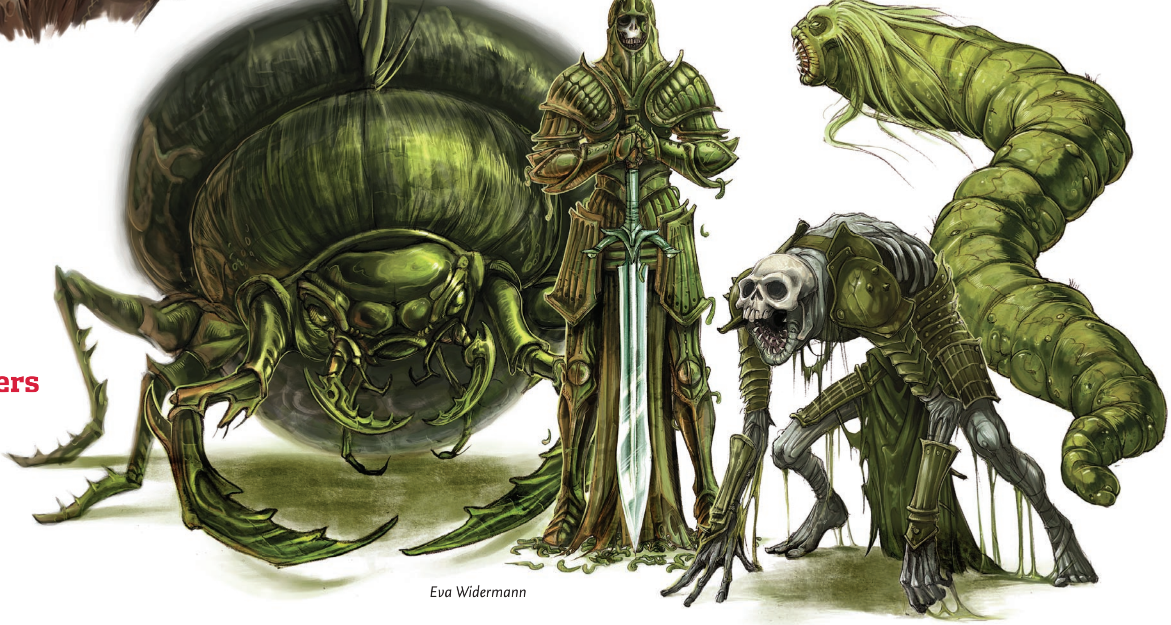
Kyuss

Eva Widermann



Knight of Kyuss

Eva Widermann



Kyuss monsters

Eva Widermann

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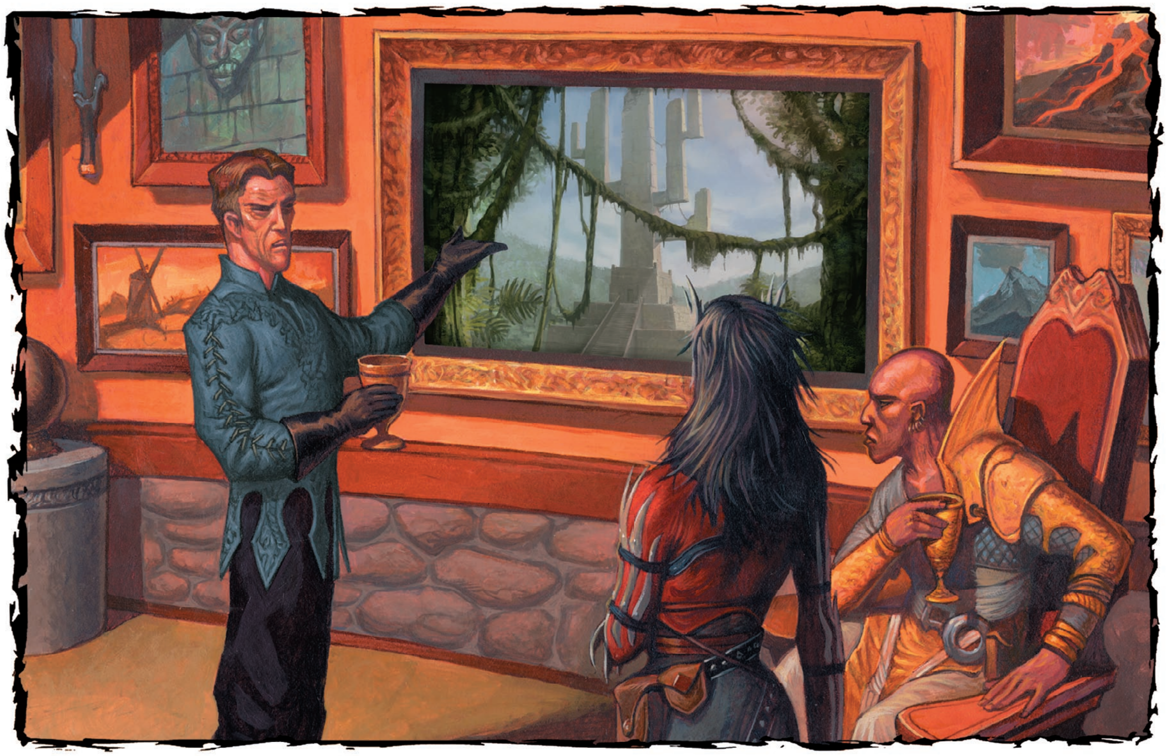
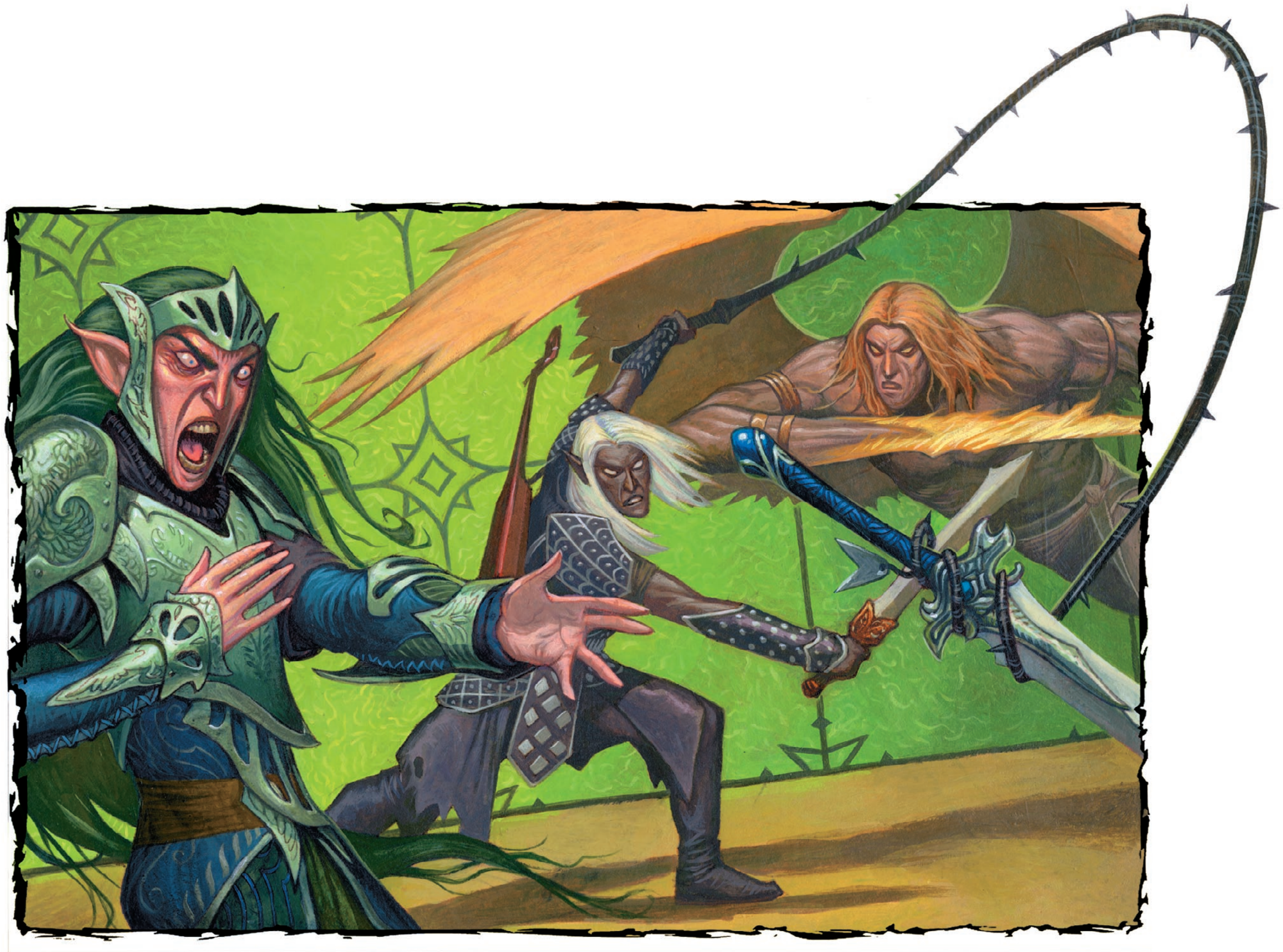


Steve Prescott



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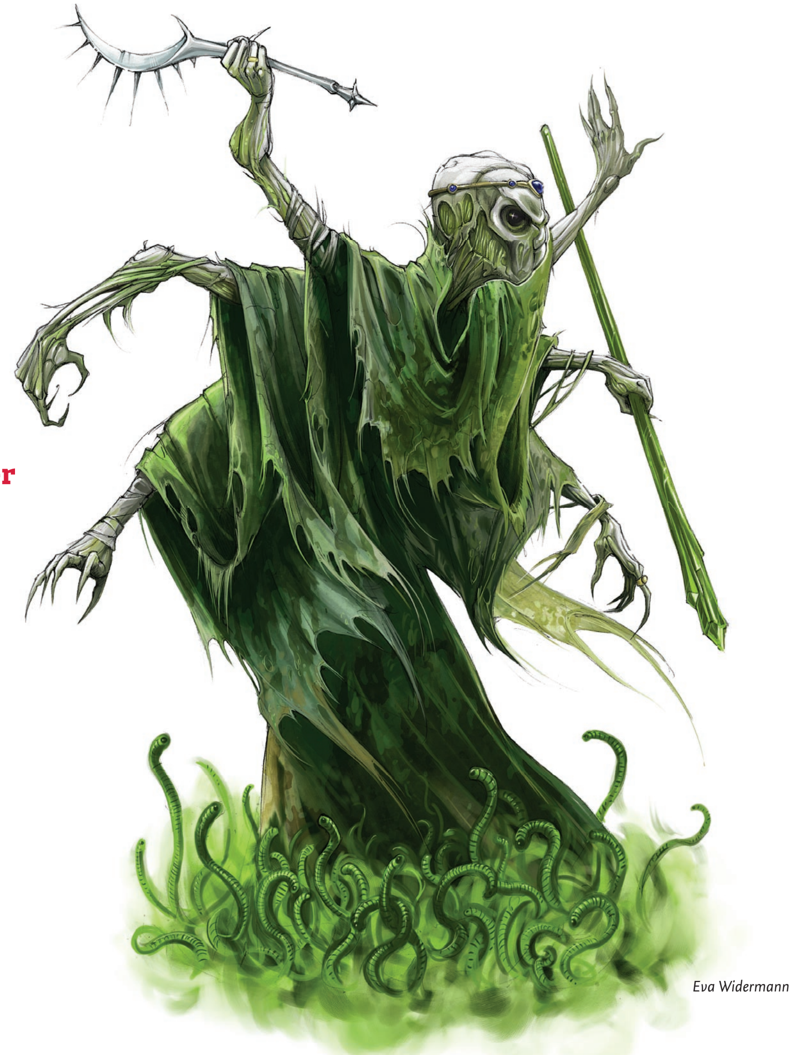
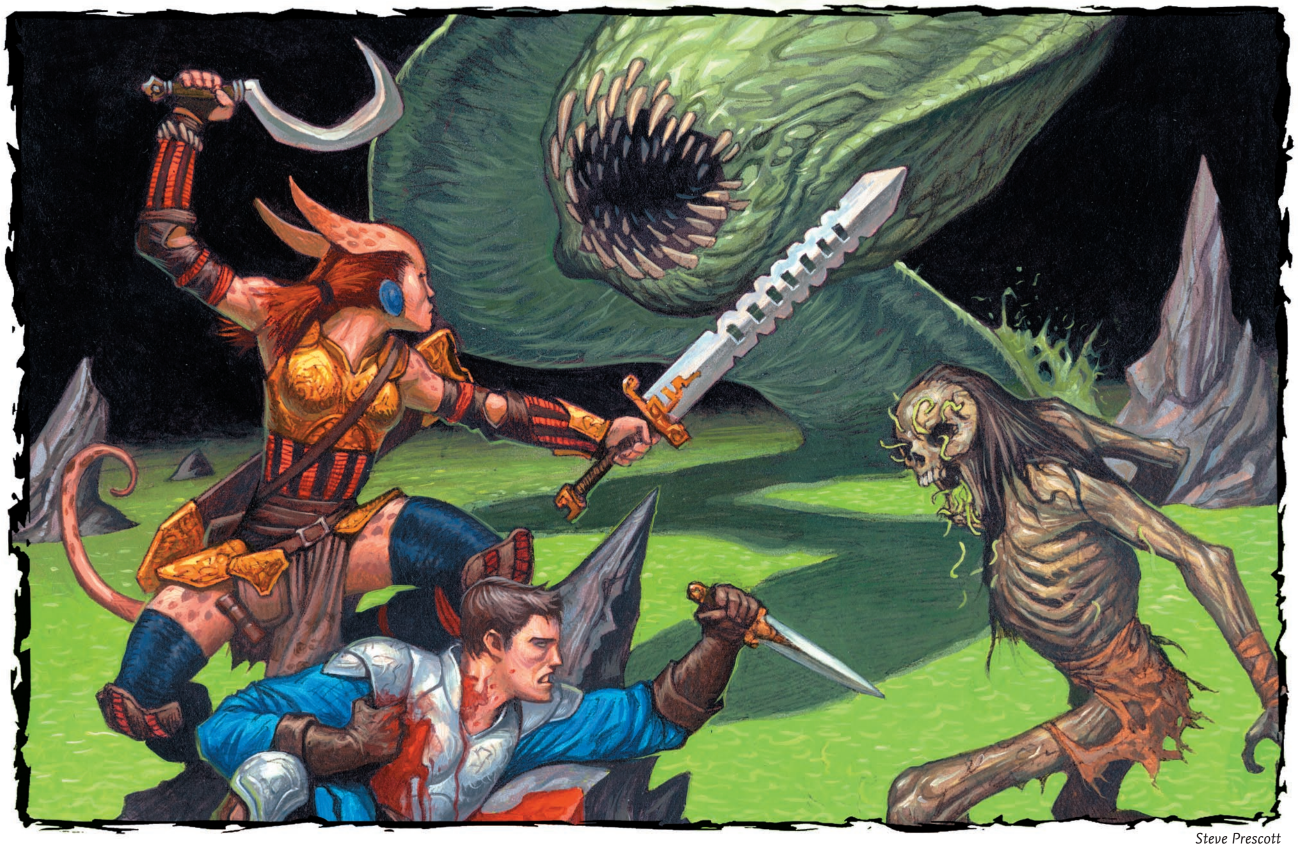
Harbinger



Eva Widermann



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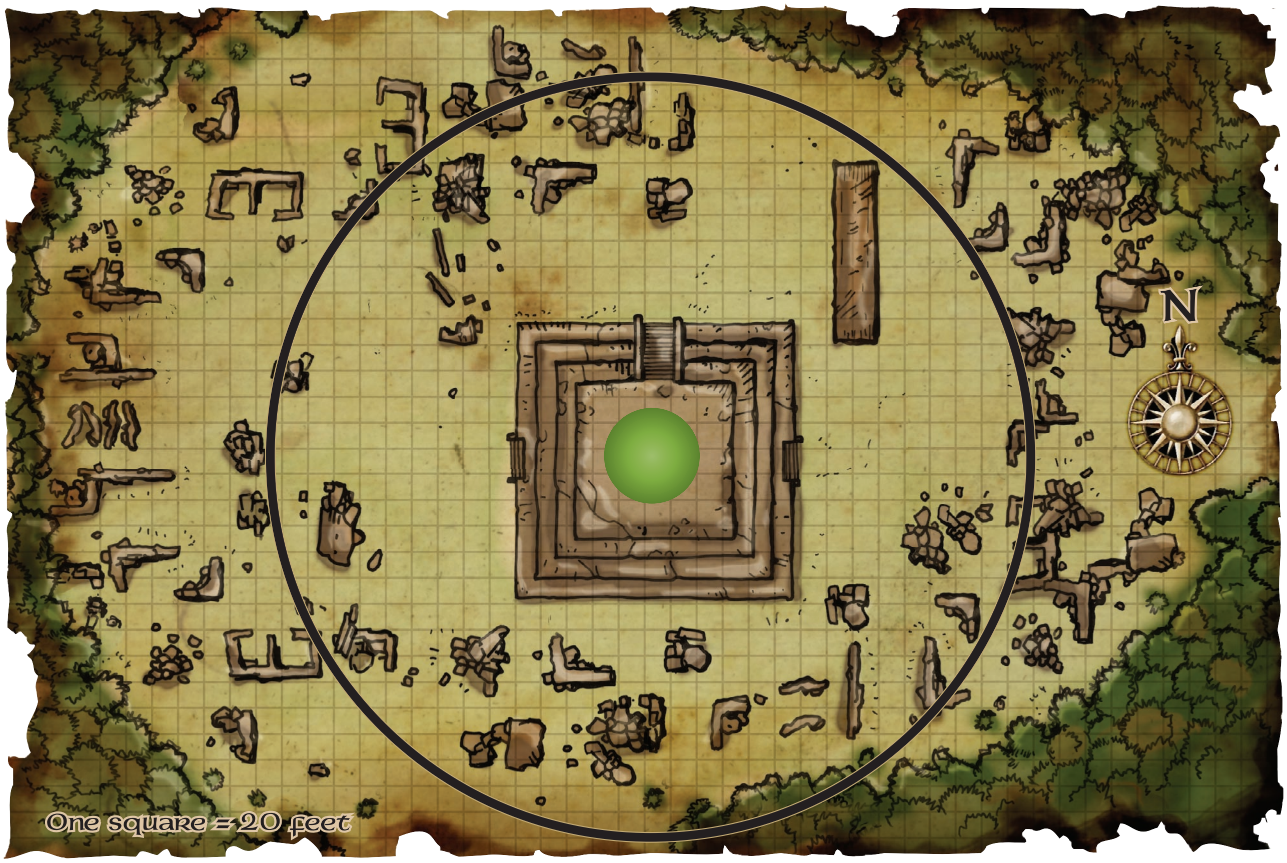
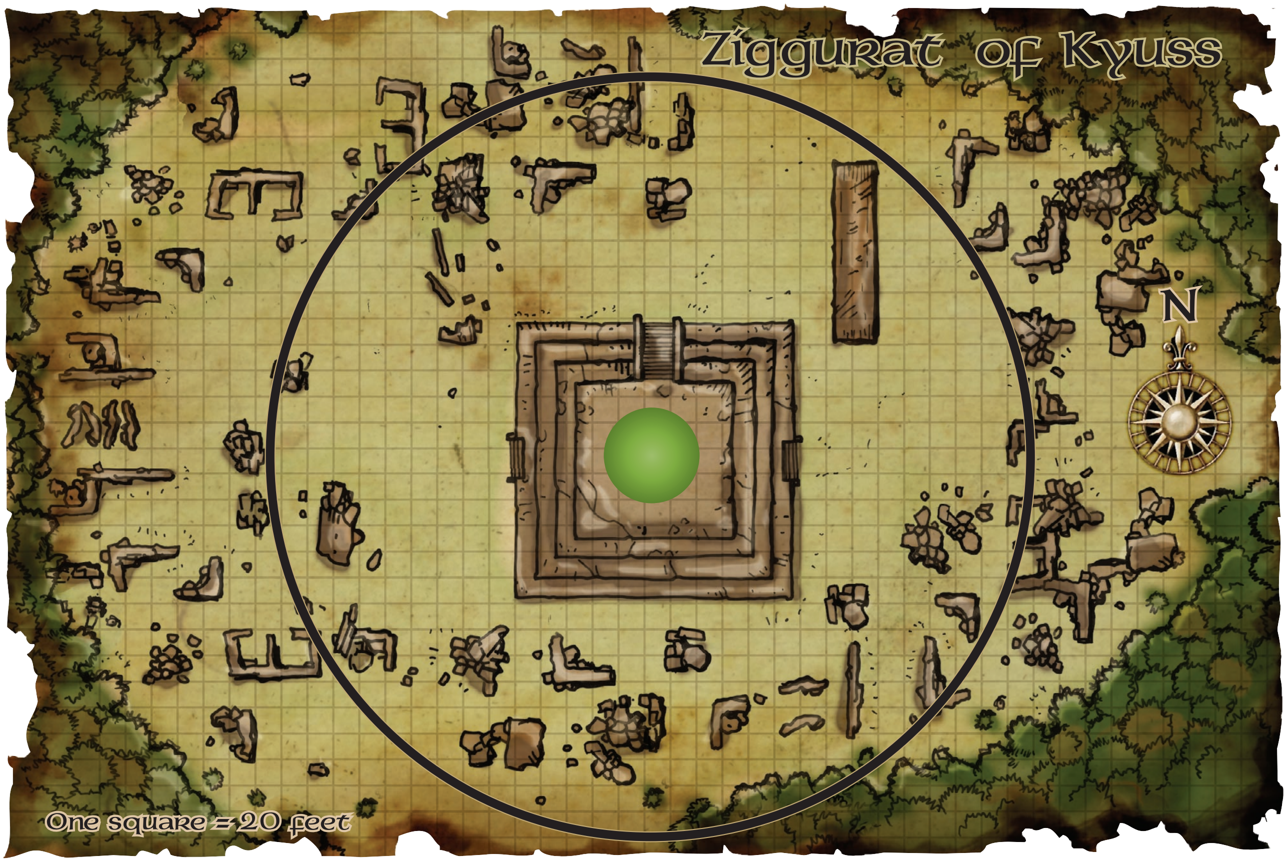

N
One square = 20 feet

Robert Lazzaretti


Ziggurat of Kyuss
N
One square = 20 feet

Robert Lazzaretti

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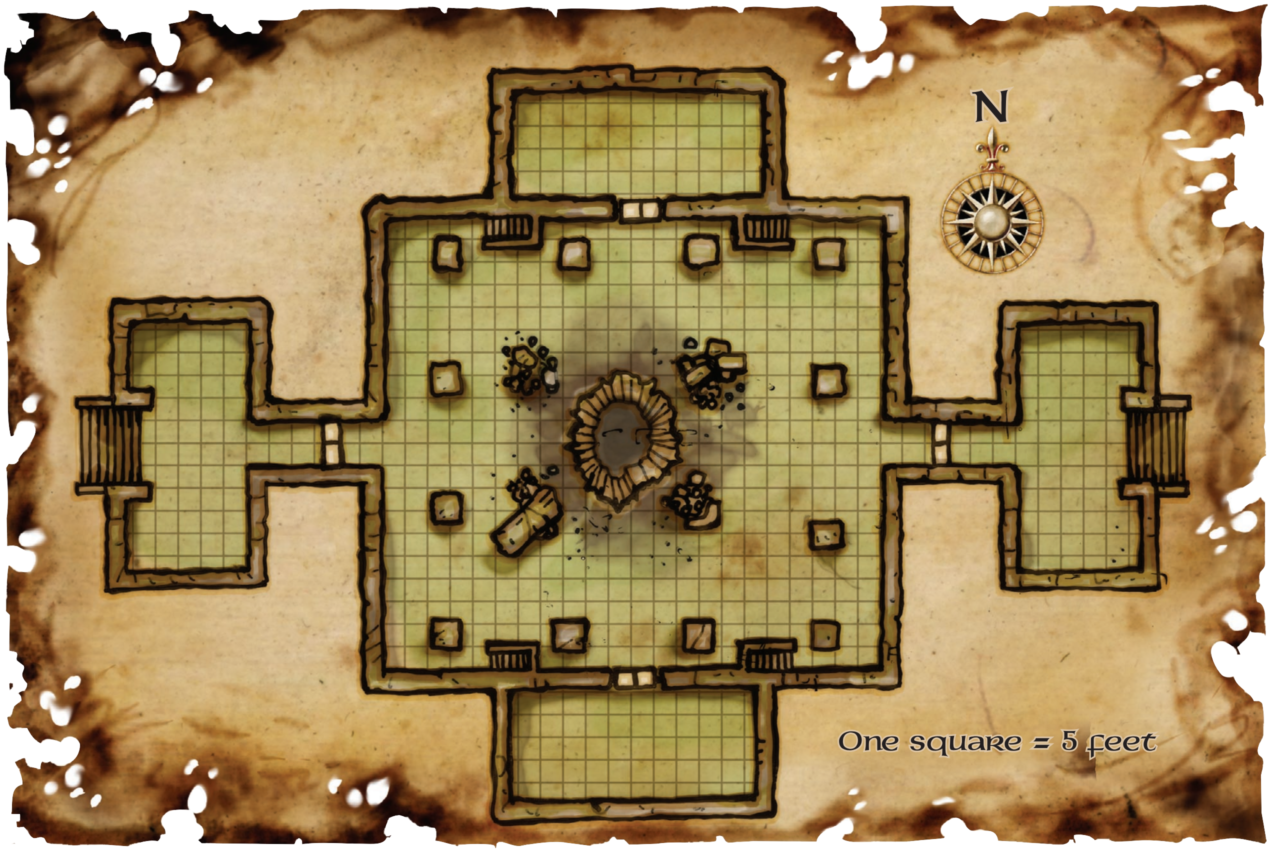
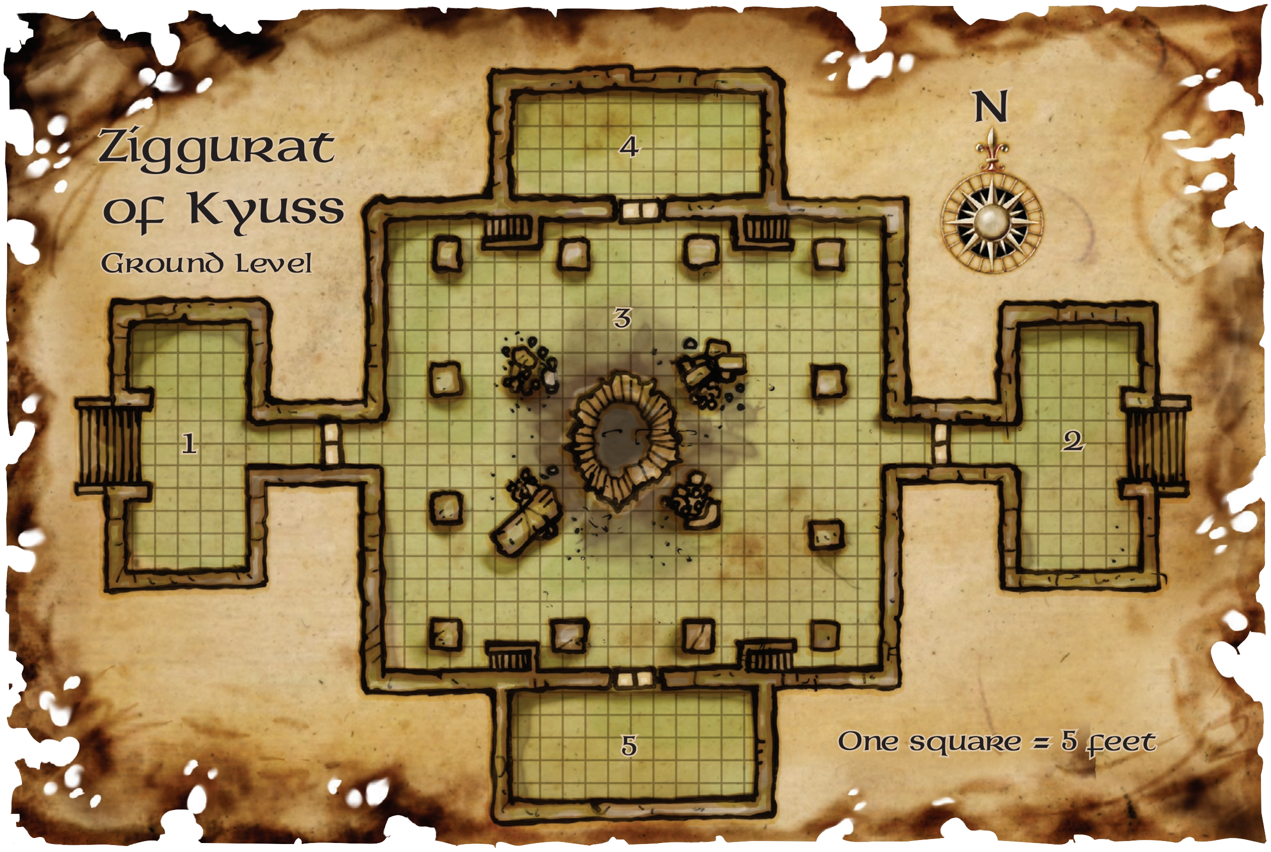

N
One square = 5 feet

Robert Lazzaretti


Ziggurat of Kyuss
Ground Level
N
1
2
3
4
5
One square = 5 feet

Robert Lazzaretti

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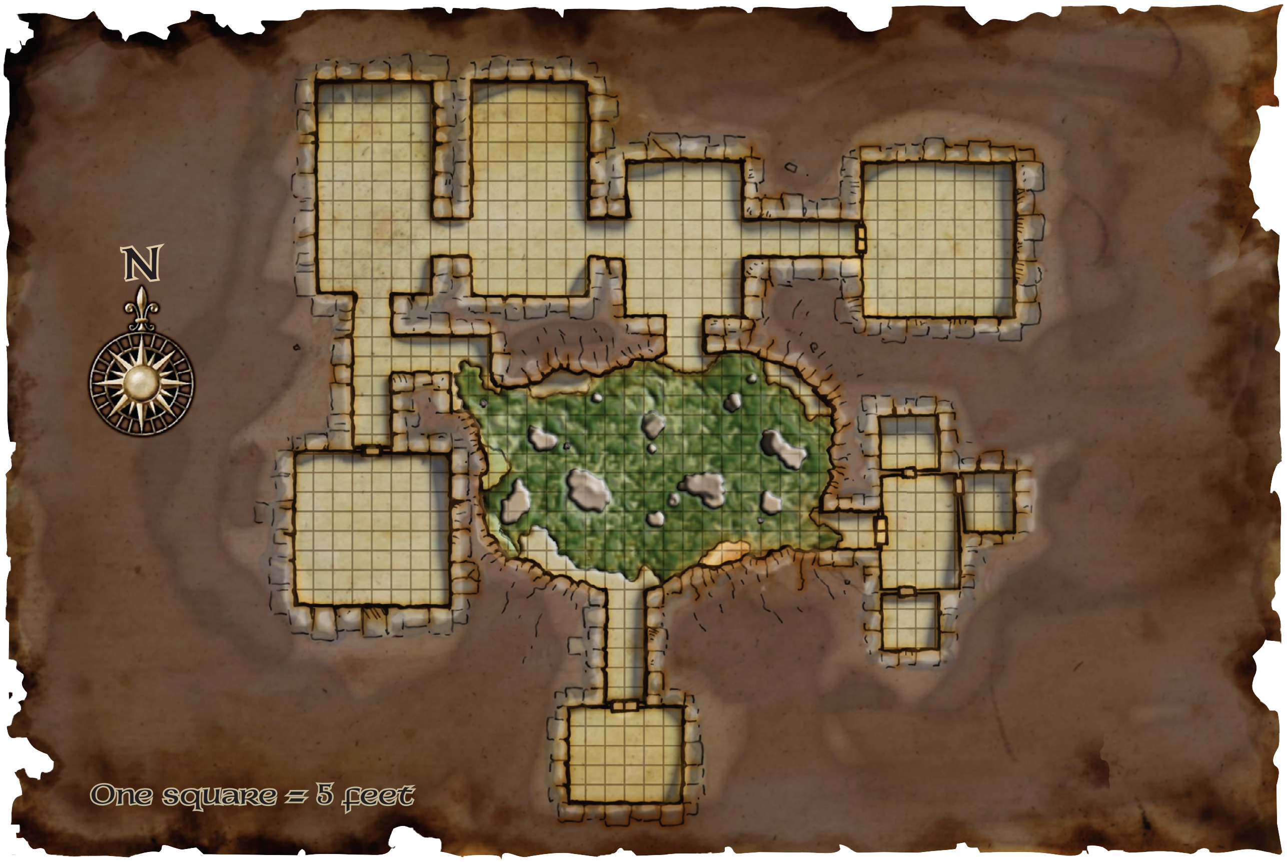
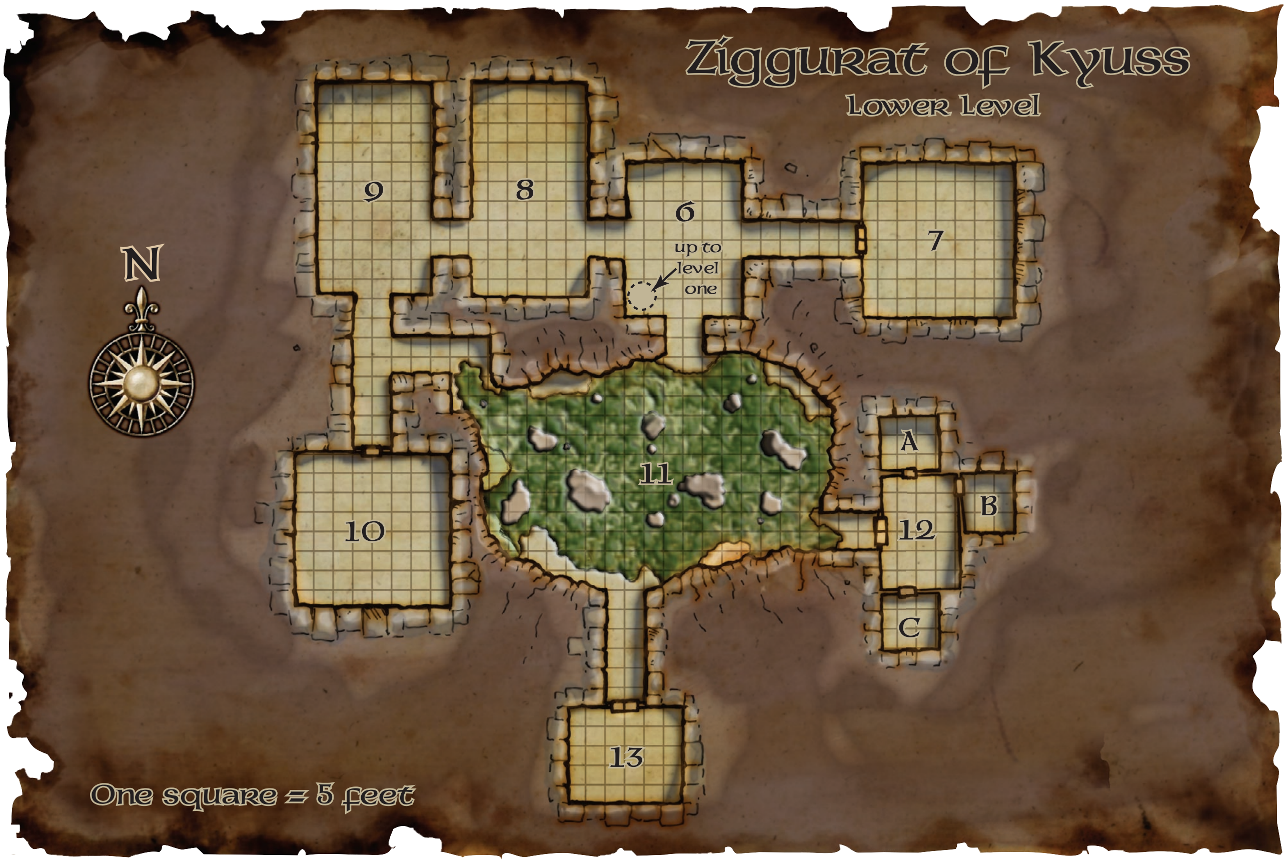

N
One square = 5 feet

Robert Lazzaretti


Ziggurat of Kyuss
Lower Level
N
9
8
6
up to level one
7
11
A
B
12
C
10
13
One square = 5 feet

Robert Lazzaretti

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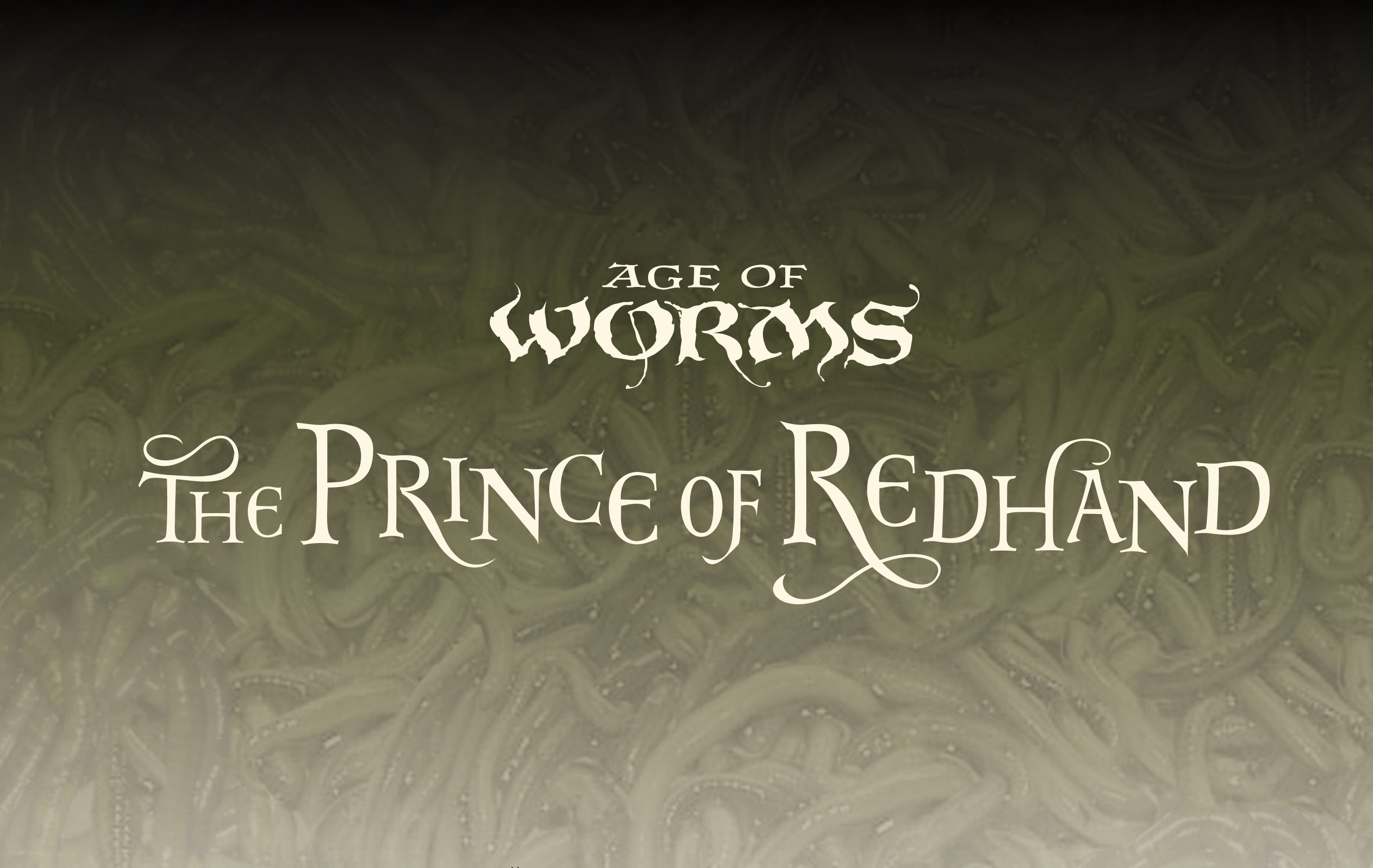
Joachim '05



AGE OF WORMS

THE PRINCE OF REDHAND

"I am the soul of this place. When I first stepped upon this land it was nothing but mire and moor and emptiness. It was my work that raised this child, my deeds that caused this town to rise. Her roots are poison by my tendering, and her people blackened by the taint of what lies beneath—a stain I have nurtured. This place is my babe, and my dead blood courses through its veins. It is my gift to Kyuss, that this land should be ruled by a god—and I, Lashonna, shall be his bride."

"The Prince of Redhand" is a DUNGEONS & DRAGONS adventure designed for four 15th-level characters. It is also the eighth installment of the Age of Worms Adventure Path, a complete campaign consisting of 12 adventures, several "Backdrop" articles to help Dungeon Masters run the series, and a handful of poster maps of key locations. Your PCs should advance to 16th-level by the conclusion of this adventure. For additional aid in running this campaign, check out *DRAGON's* monthly "Wormfood" articles, a series that provides additional material to help players survive this campaign. "The Prince of Redhand" is a unique adventure in that it includes relatively few combat encounters. The climax of the adventure involves a banquet wherein the PCs must impress the decadent ruler of a city of bandits with their social skills, not their fighting prowess. Characters who show up at this event dressed in bloody, battered armor will be turned away at the door, so at some point during this adventure, the PCs may need to buy new clothes. Issue #340 of *DRAGON* presents guidelines for what the PCs can do to dress to impress, and perhaps eke out a few precious bonuses on their Diplomacy checks.

Of course, you can also run "The Prince of Redhand" as a stand-alone adventure, or even as part of a campaign of your own design.

BY RICHARD PETT
BY JOACHIM BARRUM, STEVE PRESCOTT, AND EVA WIDERMANN
BY ROBERT LAZZARETTI
AGE OF WORMS CALLIGRAPHY BY DARLENE
ADVENTURE PATH | HIGH-LEVEL (13TH–20TH) | URBAN
PLAYTESTED BY EDWARD ALBERT, GREG VAUGHAN, JOE LESSERT, LISA LESSERT, ERIC ANDERSON, SEAN PAYNE, MIKE FREEMAN, MAC MCANALLY

Adventure Background

In the months leading up to his disappearance, the wizard Balakarde became obsessed with Kyuss and the Age of Worms. As he learned more about the ancient prophecies, he also grew increasingly paranoid, to the extent that he ceased confiding in close friends like the archmage Manzorian. He told no one of his discovery of the sinister connection between the Ebon Triad and the cult of Kyuss, nor did he divulge his theory that the Ebon Triad itself seemed to have been founded in the town of Alhaster. His research led him there, where he attempted to contact a woman named Lashonna, one of Prince Zeech's most trusted advisors and the foremost authority on the town's occult affairs.

Unable to secure an audience with Lashonna when he first arrived, Balakarde began his own investigations into the cult, investigations that led him to believe that a hidden shrine of the Ebon Triad (perhaps the original such shrine) existed somewhere under the town of Alhaster. What he discovered was something far more than a simple shrine—he discovered the Well of Triptych Knowledge, the site where ancient minions of Kyuss known as avolakia first developed the Ebon Triad as a sort of "cover cult" for their own nefarious ends.

Balakarde was unable to fully explore the complex, before he encountered a potent magical creature the avoloakia had nurtured to serve as a "mock aspect" of the Overgod the Ebon Triad so desperately sought to create. As he fled, Balakarde ordered his own guardian to remain behind in the Well's entrance room, in the hope that if the Triad discovered the well, they would be destroyed by what he left behind rather than retain access to such a potent and dangerous ally.

Given a few more months, or even weeks, Balakarde would certainly have discovered the fact that Lashonna herself was much more than a mere advisor to the Prince of Redhand. She is, in fact, a vampiric silver dragon whose allegiance to Kyuss stretches back over 1,500 years. Once allied with a reclusive sect of druids who fought against Kyuss, Lashonna was captured and transformed into a vampiric minion of the Wormgod by Dragotha, the undead dragon who served as Kyuss' voice and proxy. Over the next several centuries, Lashonna succumbed to the Wormgod's evil taint and became Kyuss' most powerful priest. And as her devotion to Kyuss grew, so did her hatred and jealousy of Dragotha. While she did most of the work organizing events for the Age of Worms (including the foundation of the Ebon Triad with the aid of the avolakia of the Wormcrawl Fissure), Dragotha was content to remain in his lair. Now that the Age of Worms is imminent, one of Lashonna's final steps is to remove Dragotha from the equation so that she can take his place at Kyuss' side.

When she returned to Alhaster and learned of Balakarde's discovery of the Well of Triptych Knowledge, she immediately realized he was a perfect patsy for testing Dragotha's strength. She agreed to meet with him and fed him enough knowledge about Dragotha's connection to Kyuss that Balakarde eagerly set off to the Wormcrawl Fissure. His eventual fate is detailed in the Age of Worms adventure "Into the Wormcrawl Fissure." Meanwhile, Lashonna learned much of her enemy by scrying upon Balakarde during his last adventure. She now feels she can defeat Dragotha by sending a properly armed party of adventures into his lair.

In the intervening years, Lashonna used her pawn Zeech to see to the construction of a huge ziggurat. Her use of *dream* spells and her subtle manipulation of their conversations has convinced Zeech that the construction of such a monolith would guarantee him a righteous place at Hextor's side, when in fact it simply serves as a foundation for the manifestation of a new Spire of Long Shadows, the last component necessary to bring Kyuss back into the world and begin the Age of Worms.

Adventure Synopsis

The characters return to the Fortress of Unknown Depths to report their findings in Kuluth-Mar to Manzorian. Afterward, the archmage reveals that he and his allies have discovered where Balakarde went after his time in the jungle. He traveled to the town of Alhaster to seek the advice of a woman named Lashonna. As far as Manzorian can tell, she was the last person to see Balakarde alive. It's probable that Lashonna remembers meeting Balakarde a decade ago, and might know more about his fate (or at the very least, the fate of his notes on Kyuss and the Age of Worms).

The PCs have several days to explore Alhaster and get to know its denizens and dangers. They find Lashonna is unavailable, but also quickly learn that in a few days, Prince Zeech intends to throw an invitation-only party at his palace to commemorate the twentieth anniversary of his rule over Alhaster. From what the PCs learn, Lashonna will certainly be at this event, and it appears to be the only point at which anyone outside of her immediate circle of allies could conceivably get a chance to speak to her. Securing invitations to the festival ends up being one of several things the PCs can do in the first half of this adventure. They can also investigate the presence of the Ebon Triad in Alhaster, discover the lair of the black dragon responsible for attacking Diamond Lake, and may even uncover the secrets hidden in the Well of Triptych Knowledge.

The last part of this adventure details Zeech's gala and banquet, in which the PCs meet the movers and shakers of this province of the Bandit Kingdoms and finally get a chance to approach the mysterious Lashonna.

"The Prince of Redhand" is an unusual adventure in that the PCs aren't expected to defeat the enemy. Rather, the thrust of this adventure is to introduce the players to the city of Alhaster, as it plays an important role in the campaign's climax. If the PCs are ultimately successful in preventing the Age of Worms, they could even end the campaign as the inheritors of Prince Zeech's crown, becoming the rightful rulers of Alhaster and the entire province of Redhand. "The Prince of Redhand" is thus a tour of the PCs' future home, before they even know they're in the housing market. Throughout this adventure, choices the PCs make and alliances they forge gain them Authority

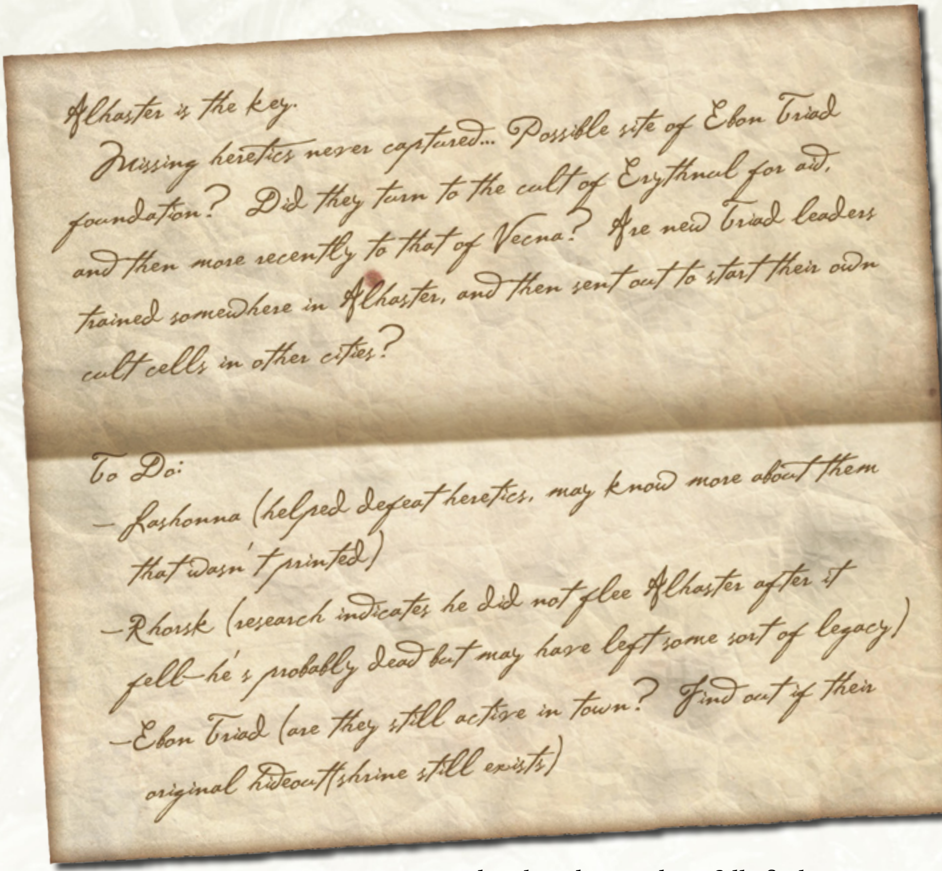
Points. Keep track of these points, since the number of points they accrue now can have a significant impact on their chances for success in the final adventure, “Dawn of a New Age.”

Adventure Hooks

The primary goal for the PCs in “The Prince of Redhand” should be tracking down what happened to Balakarde. While they were exploring the ruins of Kuluth-Mar in “The Spire of Long Shadows,” Manzorian and his allies Agath, Celeste, and Eligos spent their time researching the Ebon Triad, Kyuss, and the cause of Balakarde’s disappearance. After the PCs report upon their experiences in Kuluth-Mar, Manzorian reveals to them the results of their research.

Although they’ve learned little about Kyuss himself (certainly nothing that the PCs didn’t learn in greater detail from their explorations of Kuluth-Mar), they did manage to unearth some information about the Ebon Triad. In several of the scrolls and books in Manzorian’s vast library, they found references to Ebon Triad activity, most of which had short notes written by Balakarde in the margins—notes that repeated over and over his suspicion that the Ebon Triad was little more than a front for the cult of Kyuss. Even more curious, in every book and scroll that mentions Ebon Triad activity, Balakarde has underlined the word “Alhaster.” It would seem, from reading these notes, that a surprising number of Ebon Triad leaders hailed from this town in the Bandit Kingdom nation of Redhand.

On a hunch, Celeste searched Manzorian’s library for books about the city of Alhaster and found only one—*A History of Alhaster*. An outdated book about the city’s history, it was written by a cleric of St. Cuthbert named Rhorsk only a few months before a despotic ruler named Prince Zeech seceeded from the Shield Lands. One section of *A History of Alhaster* recounts the emergence and influence of a cabal of Hextorian heretics who attempted to establish an underground cult somewhere in the city, a cult dedicated to the ascension of their god into something greater. This cult made particular use of what they called “the Writhing Dead.” The cult was defeated with the aid of one of Alhaster’s greatest spellcasters, an elven noble named Lashonna, but its leaders escaped persecution. In the margins of this account, Balakarde made a fairly extensive note, a copy of which Manzorian hands to the PCs to study. The best route, Manzorian suggests, is to check up on the leads Balakarde indicates in his notes.



Alhaster is the key.
Missing heretics never captured... Possible site of Ebon Triad
foundation? Did they turn to the cult of Erythnul for aid,
and then more recently to that of Vecna? Are new triad leaders
trained somewhere in Alhaster, and then sent out to start their own
cult cells in other cities?

To Do:
–Lashonna (helped defeat heretics, may know more about them
that wasn't printed)
–Rhorsk (research indicates he did not flee Alhaster after it
fell–he's probably dead but may have left some sort of legacy)
–Ebon Triad (are they still active in town? Find out if their
original hideout/shrine still exists)

If you aren’t running “The Prince of Redhand” as part of the Age of Worms, the goal of this adventure can change dramatically. Used in conjunction with this issue’s Backdrop on the city of Alhaster, you can set the PCs’ goals in town to be any number of things. Some possible examples include:

- The PCs have heard rumors that potent and unique elixirs can be found somewhere in Alhaster, and come seeking them for themselves or for a patron.
- The PCs may discover that one of the evil organizations they’ve fought against for the entire campaign was founded in a secret chamber below the town of Alhaster. If they can locate this chamber, they can hopefully find out how to defeat this group.
- After making a name for themselves elsewhere, the PCs find themselves invited, out of the blue, to Prince Zeech’s celebration. Zeech has heard of their exploits, and wants them to attend simply to show off to his allies how well-connected he is. When the PCs arrive in Alhaster, they’ll discover that until the festival, they won’t be able to speak to Zeech, and will have to spend a week trying to stay out of trouble.

PART ONE: ALHASTER—CITY OF SCOUNDRELS

The town of Alhaster is presented in detail on the fold-out map that accompanies this issue, and in the Backdrop article that begins on page 78. The method by which the PCs arrive in Alhaster is unimportant—if they ask Manzorian for aid, he’ll be able to lead them to a painting in his study that depicts the Alhaster skyline as viewed from the road known as the Toilway that runs to the east from the main gates. Characters who concentrate on this painting treat the gates of Alhaster as studied carefully for the purposes of teleportation (Alhaster is only a little more than 300 miles away from Manzorian's Fortress, so it's well within range of *teleport*), and can use this route to travel to the city. Other methods, such as sailing over the Lake of Unknown Depths or taking the long way around on horseback are possible as well; whatever method the PCs choose, the only time constraint is the date on which Zeech's gala is to occur—which, if you can arrange it, should be a week after the PCs arrive in town (no matter what day of the year they happen to arrive).

As the PCs explore Alhaster, strive to present the city's atmoshpere as one of desperate festivity—everywhere the PCs turn in Low Alhaster, they'll be confronted by hanging banners bearing the symbol of Hextor and laborers desperately preparing for the coming festivals.

This part of the adventure is organized into a selection of events the PCs experience during their first week in town while they wait for the opportunity to speak to Lashonna at Zeech's Anniversary Celebration. Feel free to omit or add any encounters as befits your style of play, but remember that the primary goal of "The Prince of Redhand" isn't to defeat a monster or recover a magic item—it is to introduce the PCs to a new base of operations that may end up being their new home.

Finally, if the characters attempt to track down Balakarde, they'll find his trail has grown cold in the years since he visited Alhaster. Gather Information checks are met with blank stares, but the use of magic like *commune* or *divination* can gain some information. If the PCs try to track Balakarde with magic, you can use the following details concerning his visit to Alhaster to respond to their spells.

When Balakarde arrived in Alhaster, he asked for an appointment with Lashonna and ended up having to wait a week. He spent this time investigating the presence of the Ebon Triad in town, and also managed to track down the remains of the St. Cuthbert priest Rhorsk, the author of the book on Alhaster's history. His investigations led him to the Well of Tryptych Knowledge, and there he found proof that the cult of Kyuss invented the Ebon Triad. He also found a powerful creature the cult of Kyuss had created to serve as an oracle of sorts for the Ebon Triad, and after he was forced to flee from this creature he left one of his own creations in the complex to prevent other Ebon Triad members from exploiting it. He then had his meeting with Lashonna, and she sent him onward to the Wormcrawl Fissure to seek more information about Kyuss.

Discern location fails to locate Balakarde, as he is currently dead and his soul has been shattered into three bickering ghosts, none of which retain enough of the whole to qualify as Balakarde anymore—as long as his soul persists in this state, even *wish* and *miracle* are powerless to locate him. The best the PCs can do at this point is to piece together his trail. Eventually, they'll have a chance to rescue him during "Into the Wormcrawl Fissure."

Authority Points

As this adventure progresses, the PCs have numerous opportunities to make an impression on the citizens of Alhaster. News spreads quickly, and the arrival of characters as powerful as the PCs makes the town sit up and take notice. The characters' reputation in Alhaster can be measured by the amount of Authority Points they've accrued.

In the following events and encounters, you'll be told when to award (or remove) Authority Points to the group As they gain Authority Points, the party becomes more well-known. Generally, you should award everyone in the group the same amount of Authority Points, but in some cases, certain characters may accrue more as a result of their specific actions. There is no maximum to the number of authority points a character can accrue. At any one time, a character has an Authority score equal to the amount of points he has accrued plus his Charisma modifier.

Later in this campaign, characters will need to make Authority Checks. This is a d20 roll modified by the character's Authority score. These checks feature prominently in "Dawn of a New Age," where they are used to determine the outcome of several situations where the PCs are forced to take command during the doom that comes to Alhaster.

Rumors in Alhaster

Characters who listen to idle chatter in taverns, ask local merchants about current events, or otherwise ask around town are certain to learn something interesting, even if what they learn isn't always true. Use the following table to randomly determine a rumor that the PCs might overhear.

Alhaster Rumors

d8 Roll	Rumor
1	"Prince Zeech didn't invite the high-priest of Hextor to his banquet because he's looking to replace the old man! Wonder who Prince Zeech has in mind to take his place? Certainly it's someone he DID invite to the banquet!" *(False; Zeech didn't invite the high-priest simply because he thinks of himself as the high-priest—the cleric who holds that title in the church is nothing more than his mouthpiece.)*
2	"A couple of my stupid friends heard that the dragon what lives under the Traitors' Graves got killed. They went out there to loot her lair, and I haven't heard from them since. Did I mention they were stupid?" *(True; this dragon was actually Ilthane, but her lair is far from undefended.)*
3	"There's something strange about the Church of Blessed Deliverance. My cousin heard someone crying in the chapel one day, but wasn't brave enough to look inside. I think the place is haunted." *(True; an undead cleric, once a priest of the church, lurks in its partially collapsed cellar.)*
4	"Lady Lashonna's lived in Alhaster for decades, since before our beloved prince gained control. She's the only one he seems to defer to. Some people think they're lovers. Personally, I think the prince is a wonderful man who is simply being polite to one of his most famous subjects." *(True, although as much as Zeech might want it otherwise, he and Lashonna are not lovers.)*
5	"A patrol of Blessed Angels seized

a cratefull of the latest copy of the *Sinchaser Report* and took the bookseller who had stored the crate in his shop into their Aerie a week ago. No one's heard from him since. Good riddance, I say!" *(False, although the Blessed Angles often spread rumors like this to keep the unknown writers of this antiestablishment newsletter on their toes.)*

6 "Something needs to be done about that high priest of Kord. He's always leering at people and spreading dissent. I heard he's planning to organize a riot using magic, and plans on using it to disrupt things during Prince Zeech's banquet!" *(False.)*

7 "The Ebon Triad might not be as active in town as it once was. That's certainly due to Prince Zeech's skill at rooting out those heretics. I heard tell they had a dragon working for them at one point, but that it was slain by a group of heroes recently on the far side of the Nyr Dyv." *(True; this dragon was Ilthane.)*

8 "I'm not sure that allowing the Scarlet Spire such autonomy in the disposal of the dead is a great idea. I heard they're building an army of undead in chambers below the boneyard and plan to use these monsters to stage a coup. I'm sure Prince Zeech knows what he's doing in letting them handle the disposal of the dead, but still…" *(False.)*

Event 1: Arrival in Alhaster

However the PCs arrive at Alhaster, they find the city bustling with activity. The locals have been anticipating the festivities of Zeech's Anniversary for months—even those who aren't invited to the gala itself are looking forward to the numerous other events (parades, sales, street performances, and so on) Zeech promised the populace. A feeling of mirth and excitement fills the air, but the longer the PCs stay in town, the more they should come to realize that much of this joy is feigned. The promised parades end up being little more than shameless propaganda marches for Zeech or displays of wealth by the nobles. Sales end up being minor discounts for specially imported goods of questionable quality, and even with these discounts, most people can't afford to spend much. Street performances tend to be tired affairs and pale imitations of events the PCs may have already seen in the Free City. And over it all hangs the feeling that it's only Alhaster's richest inhabitants who are actually having fun—for everyone else, the festivities only mean more work and toil. Yet to complain is to invite a visit by the brutish Watchers or the sinister Blessed Angels, so the populace rarely complains.

Visitors to Alhaster are expected to enter the city via the docks or one of the three gates along the eastern wall. As they do, a passively disinterested hobgoblin guard (a member of the Watchers) gives the group a cursory glance to check for anything that might mark a visitor as a rabble-rouser (open display of good-aligned faith, dangerous-looking animals, and large numbers of armed soldiers are three great ways to get unwanted attention at this stage). They ask the nature of the visitor's business in town, but for the most part no one really cares why someone's come to visit Alhaster. In a place where pirates, bandits, smugglers, and worse walk the open streets without fear, the guards really have little interest in stopping people at gates to harass them. Zeech prides himself on not charging docking or gate taxes to visitors, since he has little need to raise money when all he needs to do is seize the property of one of his citizens when he needs a little extra cash.

When the PCs enter town, the character with the highest Diplomacy skill should make a DC 15 Diplomacy check—everyone else in the group can aid this character's roll with DC 10 Diplomacy checks of their own. The primary DC increases by +5 for every character who might strike the guard as a "rabble-rouser" (such as a paladin or good cleric openly displaying their faith, a druid or ranger who wants to bring a large animal into town, or a quiet cloaked spellcaster who carries a staff made of bones and skulls). If the Diplomacy check is failed, the guard demands a tax in the amount of 100 gp. Failure to pay this tax results in the guard denying the group entrance to the city. If the PCs pick a fight or try to enter the city anyway, the Watcher (a 6th-level hobgoblin fighter) tries to stop them (unless successfully Intimidated). The PCs have little to fear from a single Watcher, or even a patrol of a half-dozen, but if they continue to make spectacles of themselves, they'll be confronted by a group of four Blessed Angels who attempt to capture or kill the troublemakers. In the end, characters who are more interested in fighting their way through Alhaster aren't going to make it far, so for the remainder of this adventure it is assumed that they at least try to avoid causing too many confrontations.

Alhaster is openly tolerant of any character race, but certain classes may find it more difficult to get things done in this town. Needs and concerns regarding the specific classes are touched on below.

Barbarian, Fighter: No one bats an eye at anyone who appears to be a barbarian or fighter—in fact, Alhaster's social climate of "might makes right" means that those who wear lots of armor or carry lots of weapons find it easier to get what they want. These characters gain a +2 bonus on all Diplomacy, Gather Information, and Intimidate checks made in town against the lower class and the city guard (both Watchers and Blessed Angels). A character who is not a barbarian or fighter can disguise himself as one (and get this bonus) with a DC 20 Disguise check.

Bard, Rogue: Bards and rogues should feel most at home in Alhaster of all the character classes, for this town is truly one where their skills can shine. Most of the merchants and nobles in town feel a particular kinship to characters who appear to be entertainers, swashbucklers, or criminals. These characters gain a +2 bonus on all Diplomacy, Gather Information, and Intimidate checks made in town against business owners, nobles, and criminals. A character who is not a bard or rogue can disguise himself as one (and get this bonus) with a DC 25 Disguise check

Cleric, Paladin: Clerics of Hextor, Wee Jas, and Kord don't raise eyebrows if they display their faith openly, as these deities have functioning churches in town. Hextorian clerics gain a +2 bonus on Diplomacy, Gather Information, and Intimidate checks made against the lower class, while those of Wee Jas gain the same against the nobility. Clerics of Kord gain no particular bonuses, and are often greeted with smirks and cruel jokes since the church of Kord in town is hardly awe-inspiring. Clerics of most other deities typically pass unmolested. Any cleric of a good deity who publicly proclaims his affiliation finds himself shunned by almost every facet of the town—the guards are more suspicious, the locals are afraid to be seen speaking to them, and the nobles find them quaint but foolish. Such clerics suffer a –4 penalty on all Charisma skill checks made against citizens of Alhaster. Clerics of Hieroneous and paladins are particularly vilified in this town, and they suffer a –8 penalty on these checks instead. Zeech has decreed that all religions (even that of Hieroneous) are welcome in his city, but the city's reaction to good clerics doesn't bear out this proclamation.

Druid, Ranger: Druids and rangers (and any class that seems to be more at peace in the natural world, or is followed everywhere by a loyal animal companion) have a stigma of being "country folk." Alhaster is very much an urban environment, and locals typically treat these classes with a mixture of amusement and curiosity.

Monk: Monks are rare in Alhaster, and those who are here are universally regarded to be agents for the notorious Scarlet Brotherhood far to the south. These rumors are enough, however, that obvious monks can enjoy the same benefit as a barbarian or fighter (see above).

Sorcerer, Wizard: Arcane spellcasters are fairly uncommon in Alhaster, yet they are not particularly hated. Neither are they particularly loved. Characters who are obviously arcanists receive no particular benefit or hindrance in town.

Event 2: Seeking Lashonna

One of the first things the PCs should attend to in Alhaster is to attempt to make contact with Lashonna. Finding her home is easy. A DC 10 Gather Information check is all that's required to learn that her estate is known as Mistwall Manor (area **28**). Getting an appointment to visit her is another matter.

The approach to Mistwall Manor is protected by a 12-foot-high stone wall. The entrance to the estate grounds is a small gatehouse attended at all times by a well-dressed guard (LE human male rogue 4) who politely informs any would-be visitors that Lashonna is currently indisposed, and will be so for some time. If the PCs wish to schedule an appointment to meet with the lady, the guard cheerfully informs them that the soonest Lashonna can meet with visitors is in two months. With a DC 15 Diplomacy check, the guard suggests that if the PCs really need to talk to her that badly, they should see if they can secure invitations to Zeech's Anniversary Banquet—Lashonna is scheduled to be in attendance there.

Event 3: Invitation Only

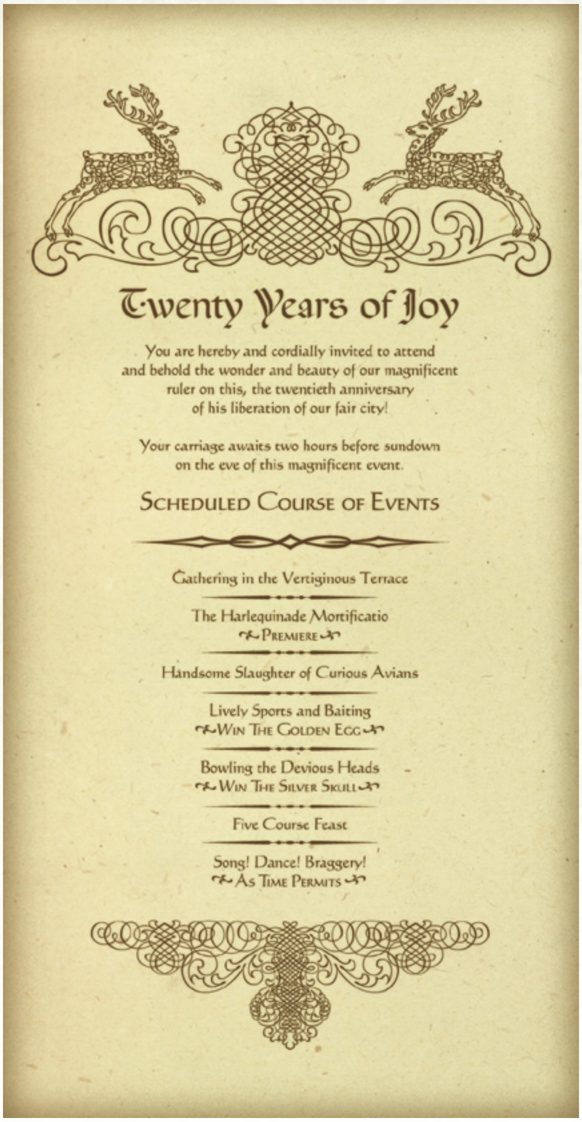
It shouldn't take long for the characters to realize that a big event is coming to Alhaster. Banners bearing the coat of arms of Alhaster (a variant of the symbol of Hextor) fly from countless rooftops. The streets are filled with street performers and merchants offering 10% discounts on their wares. A DC 10 Gather Information check is all that's required to learn what's coming—Prince Zeech has announced a city-wide celebration to commemorate the 20th year of his rule. While dozens of parades, performances, and other events are scheduled to take place, the most impressive will doubtless be the Grand Banquet, an invitation-only gala hosted at the prince's palace. Everyone who's anyone in Alhaster will be at this prestigious event—if the PCs ask specifically about Lashonna, the universal opinion is that she'll be there, since she's Zeech's most trusted advisor. Some people even whisper that the two are lovers.

Securing invitations to the Grand Banquet is easier said than done. Zeech made sure that only a very select group of people would be in attendance, and there simply aren't a lot of invitations floating around. A DC 15 Gather Information check is enough to determine that a certain number of nobles (mostly those from other provinces in the Bandit Kingdoms) who were invited will not be attending, and that rather than risk having empty seats at his banquet table (scandal!), Zeech has given these rejected invitations to Armhin Loratio, the owner of the Deluxury (area **21**), trusting him to find suitable folk to fill the available slots. Many have approached Armhin for a chance at the invitations, but so far, he has rejected all hopefuls.

There are enough invitations available at the Deluxury to cover all of the PCs, but they'll need to do more than simply show up in order to secure them. Zeech has asked Armhin to look for "heroic types," since he thinks that the presence of heroes at his table can only enhance his popularity. Armhin demands to personally meet everyone in the group who wants an invitation, and asks each PC a series of related questions about their names, their accomplishments, and their future goals. Have each player make a Diplomacy check while talking to Armhin (or a Bluff check if they're trying to trick him with false tales). Note the results of these checks in secret, but no matter what the PCs roll, they'll all be given invitations. After the invitations are given, Armhin takes the character who had the highest Diplomacy or Bluff check aside and confides in him that he's the only one Armhin really thinks will fit in, and that the behavior of the other characters is on this PC's shoulders. If the others cause any problems, this character will be the one to pay the price.

For the most part, these skill checks and threats are little more than smoke and mirrors to impress upon the PCs the importance of the event. Once the PCs secure their invitations, they can learn a little more about what's expected of them at the party with Gather Information checks. A DC 20 check is enough for them to learn that they are expected to dress well for the occasion, and that weapons are certainly not allowed (although armor, if well cleaned, is). A DC 30 check is enough to learn that Zeech often expects gifts at his parties, as a way for those lucky few who are invited to thank him for his generosity. These gifts should be significant, worth at least 2,000 gp apiece.

Authority Point Reward: Grant each character an authority point when they receive their invitations to Zeech's party.



Twenty Years of Joy

You are hereby and cordially invited to attend
and behold the wonder and beauty of our magnificent
ruler on this, the twentieth anniversary
of his liberation of our fair city!

Your carriage awaits two hours before sundown
on the eve of this magnificent event.

SCHEDULED COURSE OF EVENTS

Gathering in the Vertiginous Terrace

The Harlequinade Mortificatio
PREMIERE

Handsome Slaughter of Curious Avians

Lively Sports and Baiting
WIN THE GOLDEN EGG

Bowling the Devious Heads
WIN THE SILVER SKULL

Five Course Feast

Song! Dance! Braggery!
AS TIME PERMITS

Event 4: The Hungry Priest (EL 10)

Another lead the PCs received is the name Rhorsk, the author of *A History of Alhaster*. Characters who ask about him in town learn nothing of use as no one knows him. If the PCs reveal he was a cleric of St. Cuthbert, their questions are instead met with derision and mockery, and they are told, "None of them type still live here, despite the fact that Zeech decreed their church should be left untouched. The place is falling into ruin, a daily reminder that Cuthbert has no place in Alhaster. You know, some folk say the place is haunted!"

The one-time church of St. Cuthbert is known as the Church of Blessed Deliverance (area **23**), and it does indeed still stand, if only barely. The building was partially burned 20 years ago, and now its sagging, blackened walls bear numerous signs that read, "Condemned by the Order and Ineffable Wisdom of Almighty Prince Zeech—Entry Prohibited!"

Entry into the ruins is indeed prohibited, and if the PCs take no precautions to hide or disguise their exploration of the ruin, they are confronted 1d4+4 rounds later by a Blessed Angel who teleports into the area to demand they leave this "monument to past failures." The erinyes does not expect resistance (unless the PCs are already known to be trouble-makers); if attacked, she teleports back to the Angel's Aerie, gathers three other Blessed Angels, and then they all teleport back here in 1d4 rounds to attempt to arrest the PCs.

If the PCs enter the church with stealth (requiring only a passably good plan and a DC 10 Hide check if the church is approached from an alleyway), they'll be able to explore the interior at their leisure. Little of interest remains, but a DC 15 Search check reveals a partially hidden doorway that was once buried under rubble. A character with Track can determine with a DC 30 Survival check that the rubble was cleared several years ago, about the time that Balakarde would have been in town. The door is of heavy stone but is not locked.

Beyond is a short but very steep circular stairway leading down to a small crypt below the church. In places the ceiling sags ominously. Despite the appearance, the crypt is fairly sound, structurally speaking. Bones are scattered in tangled heaps all over the floor, and the twelve tombs that surround the central chamber have been violated. The brick-lined crypt walls have been torn down and narrow, claustrophobic tunnels have been dug through the stony earth. A DC 23 Spellcraft check reveals these tunnels were created by repeated applications of *stone shape*. The tunnels create a meandering network of cramped crawlways that eventually open into the equally cramped sewers and tangled smuggler's tunnels beneath Alhaster.

Creature: The crypt has served as the home of a pitiful creature named Rhorsk for the last twenty years. Once a cleric of St. Cuthbert, he became trapped in this basement after bandits set fire to the church above and barricaded the door leading down here. He survived longer than he should have only because he resorted to eating some of the "fresher" bodies that were interred down here with him. Eventually starvation claimed his maddened soul. He rose the next night as an undead monster. Such was the extent of his madness and his sins against his ancestors that he became a gravetouched ghoul, a more powerful type of ghoul that retains fragments of its abilities and personality from life.

Rhorsk created the tunnels that lead to the sewers, and uses them to scavenge for food. He avoids the Alhaster Boneyard due to a reasonable fear of the Wee Jas clerics who patrol the place, instead claiming the rotting dead of the Alhaster Harbor as his banquet. His late-night scrabblings and howls of despair have given rise to the rumors that the church is haunted.

When the PCs arrive, Rhorsk is softly moaning to himself—if he hears anyone entering his crypt he clambers up the largest mound of bones and immediately begins shrieking in gibberish at anyone who enters his home. Rhorsk is a cowardly creature, and does not initiate attacks unless intruders approach within 10 feet or he is himself attacked. He appears as a twisted, feral, gray-skinned man with large jagged fingernails, sharp teeth, red eyes, and festering skin. His body seems frail and emaciated save for his belly, which is disturbingly round and full. He wears the tattered remnants of once fine robes of St. Cuthbert over his magic chain shirt, the only possessions he still retains from life.

Rhorsk is unaware of the passing of time after his death, in his madness he believes he is still flesh and blood and that his chosen meals are not the bodies of the dead but in fact gifts from St. Cuthbert to keep him alive until he can rebuild the church above. Proof to the contrary fills him with terror and forces him to attack. Rhorsk still receives clerical spells, but despite his belief that he serves St. Cuthbert, his spells in fact come from a different source entirely—they are granted by an obscure ghoul deity who took a mocking interest in Rhorsk's fall from grace.

Rhorsk **CR 10**

Male human gravetouched ghoul cleric 9

CE Medium undead

Libris Mortis 104

Init +3; **Senses** darkvision 60 ft; Listen –1, Spot –1

Languages Common, Celestial

AC 21, touch 13, flat-footed 18

hp 58 (9 HD)

Immune undead traits

Fort +6, **Ref** +6, **Will** +3

Spd 30 ft.

Melee bite +7 melee (1d6+1 plus ghoul fever and paralysis) and 2 claws +5 melee (1d4 plus paralysis)

Base Atk +6; **Grp** +7

Special Atk rebuke undead 6/day (+16, 2d6+14)

Spells Prepared (CL 9th; CL 10th for chaos and evil spells; +9 ranged touch):

5th—*dispel law*^{DC}, *spell resistance, wall of stone*

4th—*air walk, control water, chaos hammer*^{DC} (DC 19), *tongues*

3rd—*dispel magic, magic circle against law*^{D}, *stone shape* (3)

2nd—*aid, bull's strength, cat's grace, hold person* (DC 17), *shatter*^{D} (DC 17), *silence* (DC 17)

1st—*bless, command* (DC 16), *entropic shield, obscuring mist, protection from law*^{DC}, *sanctuary* (DC 16), *shield of faith*

0—*detect magic* (2), *guidance* (2), *read magic* (2)

D Domain Spell; **Domains** Chaos, Evil; **C** chaos spell

Abilities Str 12, Dex 16, Con —, Int 15, Wis 4, Cha 21

SQ spontaneous casting (inflict spells), +2 turn resistance

Feats Alertness, Combat Casting, Craft Wondrous Item, Multiattack, Scribe Scroll, Skill Focus (Knowledge [history])

Skills Concentration +12, Heal +9, Knowledge (history) +17, Knowldge (religion) +14, Listen –1, Spot –1

Possessions *+2 chain shirt*

Ghoul Fever (Su) Disease—bite; Fortitude save DC 19, incubation period 1 day, damage 1d3 Con and 1d3 Dex. A humanoid who dies from this disease becomes a ghoul at the next midnight (or a ghast if 4 HD or higher).

Madness (Ex) Rhorsk uses his Charisma score to determine his spell save DCs, bonus spells, and his highest-level spells he can cast.

Paralysis (Ex) Victims hit by Rhorsk's bite or claw must make a DC 19 Fortitude save or be paralyzed for 1d4+1 rounds. Elves have immunity to this paralysis.

Tactics: Rhorsk should pose little threat to the PCs; he does what he can if escape isn't an option, opening with one or two spells but resorting to his feral nature after a few rounds, biting and clawing at victims until he is destroyed.

Development: Rhorsk's initial attitude is hostile—in order to make him talk, the PCs will need to make him at least friendly with a DC 40 Diplomacy check. He won't talk if turned or rebuked, but if commanded by a cleric that channels negative energy he'll become helpful. Likewise, spells like *control undead* and *command undead* can secure his cooperation. Killing Rhorsk and then *resurrecting* him cures his madness and also makes him helpful.

If asked about the book he wrote in life, Rhorsk grows thoughtful and wistful. If asked about his account of the cult of Hextor heretics, he actually grows a bit agitated, and admits that there's a little more to that story than he recorded. In truth, all of the heretics were captured and executed, but in interrogating their bodies afterward via *speak with dead*, he discovered that they had actually been set on their path by a mysterious contact known to them only as Mother Maggot. This mysterious figure gave the cultists the worm-eaten undead they used to cause so much trouble, and apparently promised more support if they were successful in their crusade against Alhaster. Rhorsk never found out what Mother Maggot's true goals in Alhaster were, but he did discover that the heretics met Mother Maggot in a subterranean room under a house in the southeast section of the city. Rhorsk kept an eye on the region for months afterward, but since nothing new developed he assumed Mother Maggot had moved on to other projects. He can supply the PCs with the house's exact address (following his directions brings the PCs to Sinner's Sanctum—area **10**).

If asked about Balakarde, Rhorsk can verify that the strange man visited him "just recently" (to Rhorsk, a span of several years is little different than several days). He also asked questions about the Ebon Triad and seemed particularly interested in what Rhorsk knew about Mother Maggot.

If controlled or made helpful, Rhorsk can even guide the PCs to the exact house under which Mother Maggot's chambers were hidden. He may also offer to heal the party's wounds, but in his madness he doesn't realize he's swapping out spells to cast *inflict wound* spells on those he thinks he's helping.

Ad-Hoc Experience Award: If the PCs manage to successfully interrogate Rhorsk and learn the location of the Well of Triptych Knowledge, award them experience points as if they had defeated a CR 15 creature in combat. Do not award them this bonus if they've already discovered the Well by other means.

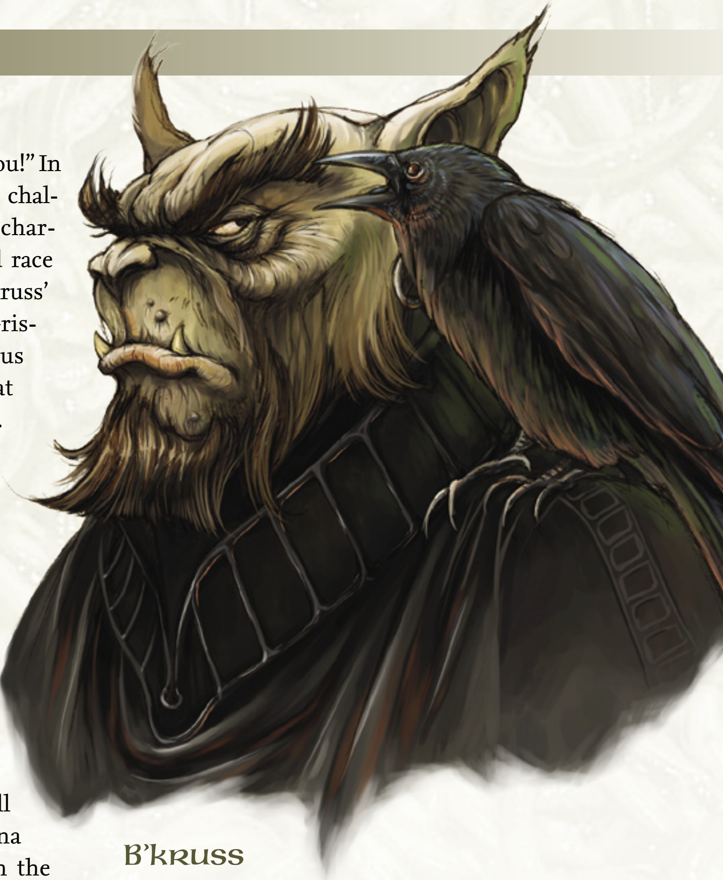
Event 5: Heroic Competition

The PCs aren't the only "heroes" Zeech wants at his feast. He's already invited the leader of a group of hobgoblin mercenaries who have served his needs numerous times in the past. This hobgoblin is a loud and bombastic fighter named B'kruss. He is attended at all times by his cohort, a surprisingly clean hobgoblin sorcerer named V'juss. A raucous raven always seems to perch on B'kruss' shoulder—this is Garg, V'juss' familiar. B'kruss calls his band of bandits the Knights of Redhand, and their accomplishments in Redhand (and the neighboring provinces) have earned them a place of notoriety in the region. The Knights of Redhand are staying at the Ogre's Hideout (area **13**), but B'kruss and V'juss spend a fair amount of their time in the days before the banquet wandering the streets and looking for trouble. It doesn't take them long to learn that a group of heroes from the south has managed to weasel their way onto the invitation list, at which point they seek out the PCs.

Introduce B'kruss at some point after the PCs have received their invitations while they are moving about the streets of Alhaster. When the hobgoblins find the PCs, B'kruss bows before them and greets them as guests. His smile is wide, but a DC 15 Sense Motive check is enough to see that his politeness is a facade. B'kruss asks the PCs where they are from, and observes that their home is a place he had heard is violent and lawless—unlike Redhand. B'kruss immediately follows up his questions by asking what it is that the heroes have done that's so impressive that they got themselves invited to Zeech's party. No matter how the PCs reply, B'kruss does his best to belittle their claims, noting how he and his boys have accomplished even greater tasks here in Redhand. This encounter should play out as a contest of one-upsmanship, and eventually B'kruss asks one of the PCs to step forward to prove their skills to him.

B'kruss isn't looking for a fight—he's a hobgoblin, but he has little desire to attract the attention of the Blessed Angels. Instead, he proposes a friendly contest between himself and one of the characters. If the party refuses to meet his challenge, the hobgoblins walk away laughing, and are sure to bring up this incident during the feast. Of course, B'kruss suggests contests that he excels at; sample challenges include the following.

- "Hobgoblins are the greatest riders of all. It's a well-known fact. I bet I can outride any one of you!" In this contest, B'kruss challenges one of the characters to a mounted race around the city. B'kruss' mount is named Gristlegape, a tremendous dire boar stabled at the Ogre's Hideout. The PC is allowed to use any mount of his own in this race, as long as the mount doesn't fly. B'kruss proposes to start the race at the statue of Zeech in the marketplace (area **2**), run up Crow Road, turn onto Arena Street all the way to the arena itself, wind through the alleys north to the Toilway, and then return to the statue in the marketplace. This race isn't about speed as much as it is about navigating around numerous obstacles that get in the way (pedestrians, other mounts, piles of rubble, merchant stalls). You can simulate the race by having B'kruss and the PC make seven opposed Ride checks. The first to win at least four of these checks wins the race.
- "I once had to leap over a thirty-foot-wide chasm filled with lava to get to a cowardly dragon. I reckon you would'a fallen to your death." For this wager, B'kruss leads the PCs to a nearby alleyway and picks two three-story buildings on opposite sides of a side street. The two buildings are thirty feet apart. He and the challenged PC are to head up to the roof and then make the 30-foot leap from one roof to the other. B'kruss takes the time to strip off his breastplate to increase his Jump check. There's enough room up there to get a running start, but it's still a DC 30 Jump check to make the leap. To simulate the danger of lava, B'kruss' allies clutter the street below with their weapons, arrows, jagged timbers, and other bits of pointy rubble they gather from surrounding alleys. A fall deals 3d6 falling damage and incurs 1d4+1 attacks from the improvised spikes (+10 melee, 1d4+4 damage). The higher Jump DC achieved is the winner (assuming the check was also high enough to clear the gap).
- "We hobgoblins have a special way to decide this type of problem. We call it the Mindless Courage of the Dreadful Mauling!" This contest is a timed event in which one participant (B'kruss) attempts to grapple and pin his dire boar mount for a minimum of three rounds. The hobgoblins set up a makeshift corral using commandeered wagons to form a forty-foot-radius circle. B'kruss goes first, and the challenged PC has to beat B'kruss' time in grappling the dire boar and keeping it pinned. B'kruss uses his dire boar mount in this match and is quick to point out that if the mount is hurt at all, the match is forfeit. Gristlegape the dire boar has participated in this contest many times before, and takes to it with a squealing glee—B'kruss is no more safe from accidental goring at the tusks of his own mount than are the PCs.


B'kruss

If the PCs win one of these contests, B'kruss and his allies grow sullen and quiet. They know better than to take their confrontation up a notch, but nurture private hatreds of the PCs that may have repercussions later in the adventure.

Creatures: B'kruss is a sneaky hobgoblin captain who is in charge of the Northern borders, a region constantly harried by Reyhu orcs. He uses these brutal enemies to ensure that his own agenda is followed in the land. His methods are brutal and his justice long and cruel. His cohort V'juss is quiet and observant, and plays the role of a subservient minion well despite his deeply hidden desire to murder B'kruss and seize command of the Knights of Redhand for himself.

B'kruss **CR 14**
Male hobgoblin fighter 14
LE Medium humanoid (goblinoid)
Monster Manual 153
Init +3; **Senses** darkvision 60 ft.; Listen –1, Spot –1
Languages Common, Goblin

AC 27, touch 15, flat-footed 24
hp 119 (14 HD)
Fort +12, **Ref** +7, **Will** +3

Spd 30 ft. in armor (40 ft. base)
Melee *+2 spell storing bastard sword* +20/+15/+10 (1d10+9/17–20)
Base Atk +13; **Grp** +20
Atk Options Mounted Combat, Ride-By Attack, Spirited Charge, Trample
Combat Gear *potions of cure moderate wounds* (2)

Abilities Str 16, Dex 17, Con 16, Int 10, Wis 8, Cha 12
Feats Exotic Weapon (bastard sword), Greater Weapon Focus (bastard sword), Greater Weapon Specialization (bastard sword), Improved Critical (bastard sword), Improved Grapple, Improved Unarmed Strike, Leadership, Mounted Combat, Ride-By Attack, Skill Focus (ride), Spirited Charge, Weapon Focus (bastard sword), Weapon Specialization (bastard sword)
Skills Jump +21 (+29 without armor), Move Silently +3, Ride +23
Possessions combat gear, *+3 breastplate, +2 heavy steel shield, +2 spell storing bastard sword* (*vampiric touch*, CL 10), *gauntlets of ogre power, ring of protection +2, boots of striding and springing*

V'juss **CR 10**
Male hobgoblin sorcerer 10
CE Medium humanoid (goblinoid)
Monster Manual 153
Init +2; **Senses** darkvision 60 ft.; Listen +0, Spot +0
Languages Common, Goblin, Orc

AC 13, touch 12, flat-footed 11
hp 55 (10 HD)
Fort +6, **Ref** +5, **Will** +7

Spd 30 ft.
Melee mwk dagger +5 (1d4–1/19–20)
Ranged mwk light crossbow +8 (1d8/19–20)
Base Atk +5; **Grp** +4
Combat Gear *staff of fire* (24 charges)
Spells Known (CL 10th, +7 ranged touch):
5th (3/day)—*feeblemind* (DC 18)
4th (5/day)—*dimension door, lesser globe of invulnerability*
3rd (7/day)—*fireball* (DC 16), *haste, vampiric touch*
2nd (7/day)—*continual flame, invisibility, Melf's acid arrow, summon swarm*
1st (7/day)—*burning hands* (DC 14), *charm person* (DC 14), *color spray* (DC 14), *feather fall, magic missile*
0 (6/day)—*arcane mark, detect magic, detect poison, mending, message, ray of frost, read magic, resistance, touch of fatigue* (DC 13)

Abilities Str 8, Dex 15, Con 16, Int 12, Wis 10, Cha 17
SQ summon familiar (raven named Garg)
Feats Combat Casting, Enlarge Spell, Improved Counterspell, Spell Penetration
Skills Bluff +16, Concentration +16, Diplomacy +5, Intimidate +5, Move Silently +6, Spellcraft +14
Possessions combat gear, masterwork light crossbow with 20 bolts, masterwork dagger, *amulet of natural armor +1*, dark velvet robes worth 250 gp

Gristlegape, dire boar: hp 52; *Monster Manual* 63.

Ad-Hoc Experience Award: If the PCs manage to best B'kruss' challenge, award them XP as if they had defeated a CR 15 creature in combat.

Event 6: The Justice of Zeech

Run this event the first time the PCs visit the Alhaster Marketplace—this event should give new arrivals in town a good idea of Alhaster's flavor and the strange sense of law and swift resolution for which Zeech is notorious.

A large crowd has gathered at the western end of the market. Angry shouting wells up from the mob, and it appears that their hatred is directed at a trio of figures who stand on a gallows, nooses limp around their covered faces. Standing nearby is a tall man, a symbol of a gauntleted hand clutching six downward-pointing arrows emblazoned on the front of his black robes; he holds up a hand and the crowd quickly falls silent. When the man speaks, his voice is shrill but filled with conviction.

"By the Grace of his Most Beautiful Majesty Prince Zeech, I condemn these wicked heathens to their fate—they are fortunate that Prince Zeech is merciful, for had I the power, their deaths would last a fortnight. And so by His Decree, let these heretics go to their maker!"

Shouts of "death to the Ebon Triad!" well up from the crowd as the robed figure turns to his left and pulls a lever. Trap doors snap open in the gallows floor, and the three hooded figures drop, kicking for a few moments before hanging still.

There is little that the PCs can do to interrupt this public execution without causing a scene or attracting the attention of the Blessed Angels. The three men being executed are indeed members of the Ebon Triad—low ranking cultists that bungled an operation in the Free City and managed to escape back to Alhaster only to be turned over to Zeech by Lashonna, who was eager to see them punished and to continue to give Zeech the false impression that he is still fully in control of the city. The executioner himself is an acolyte of Hextor who really knows little more than the fact that he was granted the honor of pulling the lever on these three heretics.

What should intrigue the characters more is the fact that the Ebon Triad seems to have a presence here in town. If they ask around about the Ebon Triad, the PCs quickly learn that no one in town wants to talk about them at all apart from cursing and spitting. Prince Zeech has all but declared war on the Ebon Triad, and as a result none of Alhaster's citizens want anything to do with the group and take great pains to malign their name at every opportunity. Unfortunately, no one really seems to know much about them.

Once the bodies are executed, they are brought out to the Traitors' Graves and strung up on poles. This is standard practice for disposal of Ebon Triad bodies—what the people of Alhaster don't realize is that this effectively just returns their bodies to the Triad, since for many years a powerful draconic ally of the Triad has laired below these graves.

PART TWO: THE WELL OF TRIPTYCH KNOWLEDGE

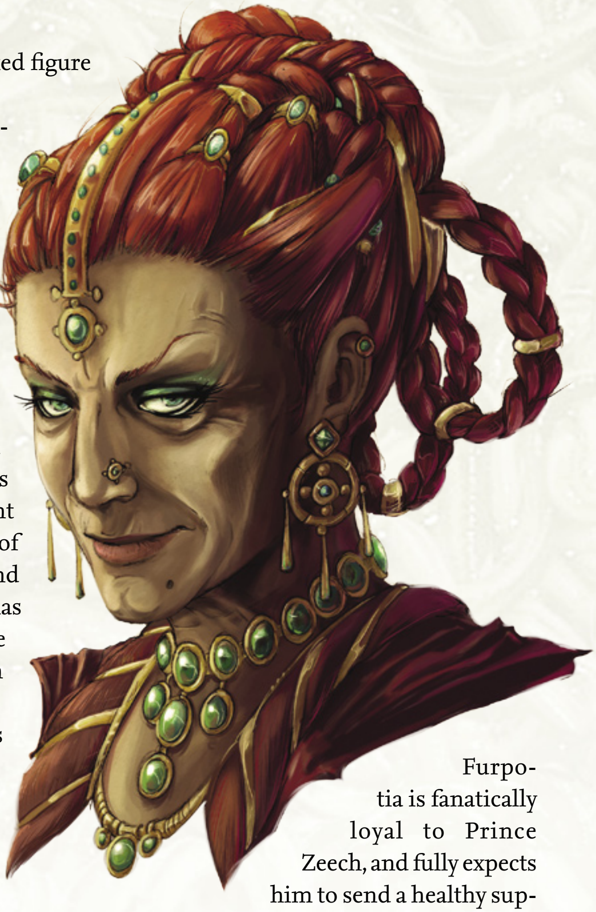
Two locations in Alhaster are likely to draw the particular attention of the PCs: the Well of Triptych Knowledge and Ilthane's lair under the Traitors' Graves. The PCs can learn of these locations in numerous ways; via rumor, by speaking to Rhorsk, via divination magic, or even at one of the two sites themselves. They might not learn of their existence until later in the campaign, and could come back here to investigate at later dates as well. Exploration of these two sites is not required for the successful completion of the Age of Worms Adventure Path, although exploring them wraps up some of the earlier plotlines for the PCs and should give them additional resources to utilize in the battles to come.

The Well of Triptych Knowledge is where Lashonna, working with an avolakia envoy from the Wormcrawl Fissure named Mahuudril, founded the tenacious cult known to the PCs as the Ebon Triad. At the core of their machinations is a unique outsider bred and shaped by Mahuudril and Lashonna to serve as a focus for the misguided faith and devotional energy of the heretics they recruited from the churches of Hextor, Erythnul, and Vecna to populate the cult. Once the Ebon Triad was established, its agents spread throughout the world, working unknowingly to advance Lashonna's plans and make way for the Age of Worms. As the Ebon Triad grew, Lashonna withdrew from the project, leaving the day-to-day organization of the cult's actions and goals to Mahuudril, whom the heretics knew only as a mysterious cloaked figure called Mother Maggot.

Today, the Ebon Triad's operations are winding down. The Age of Worms is at hand, and those Ebon Triad cult cells that still operate wait patiently for the manifestation of their Overgod. The aspect of this Overgod waits within the Well of Triptych Knowledge—a physical manifestation of their misguided faith and devotional energies similar to the one the PCs fought at the end of "The Three Faces of Evil," only much more potent and dangerous, as this ebon aspect has been nurtured not by one single Ebon Triad cult, but by them all.

Once the Age of Worms begins, Mahuudril intends to grant control over the Ebon Triad to the ebon aspect, while she herself maintains control over it. By discovering and destroying this manifestation, the PCs can disrupt the Ebon Triad cult once and for all.

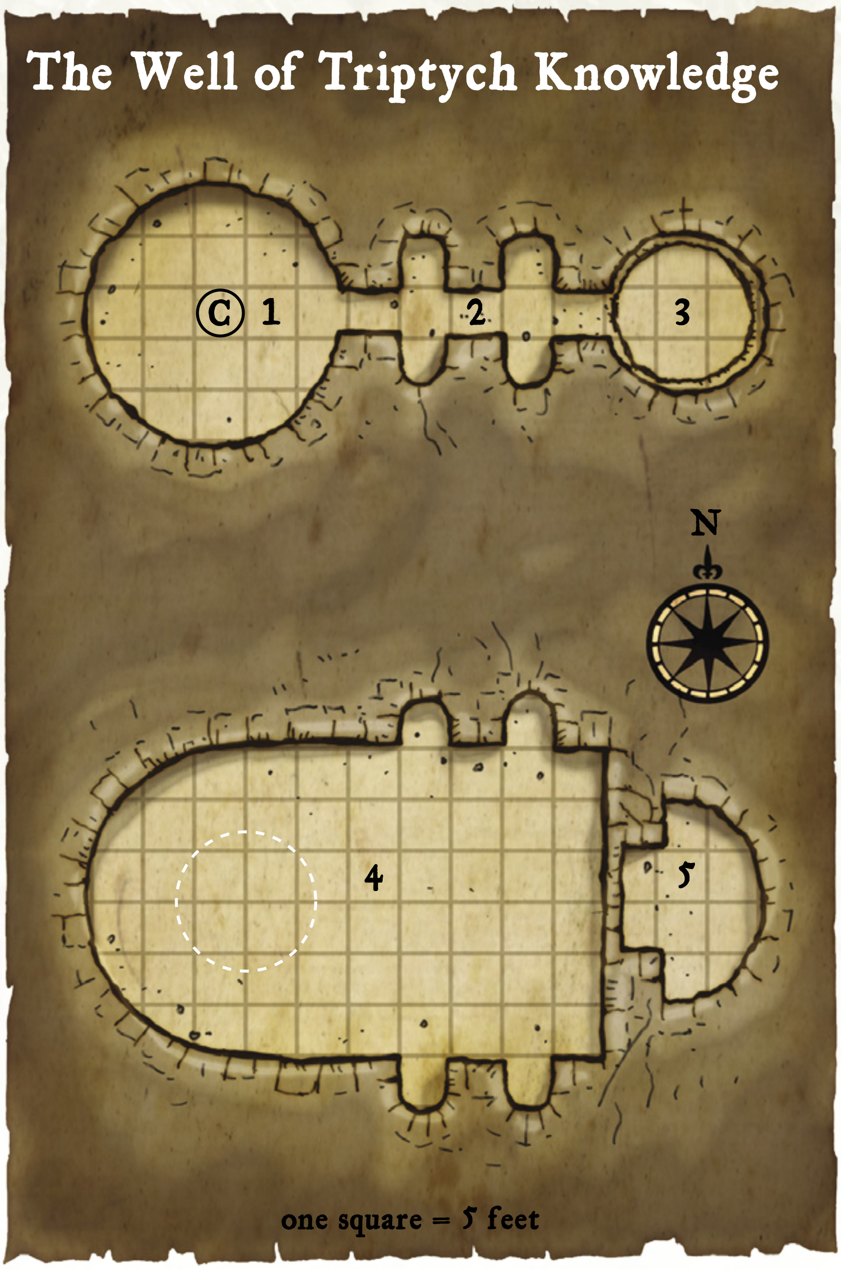
The dungeon complex known as the Well of Triptych Knowledge lies directly under a sickhouse known as Sinner's Sanctum (area **10**). This squat building was built just under 10 years ago at the behest of Zeech the divine (secretly at the request of Lashonna), and has a single heavy timber door. Within, the incense-laden air fails to cover the unmistakable stink of sickness. A dozen poor souls, all in advanced stages of illness, are tended by a solitary woman named **Furpotia** (LN female human expert 2), an eccentric and half-mad woman chosen by Lashonna to tend the sick precisely for her insanity. Those who come to Sinner's Sanctum do not come to get well. They come to die. The threat of sickness and the rumors about the crazy old woman who tends the sick here are enough to keep anyone from looking too closely at the building, which is as Lashonna wishes it since the entrance to the Well of Triptych Knowledge is hidden in this building beyond a secret trap door.



Mahuudril

Furpotia is fanatically loyal to Prince Zeech, and fully expects him to send a healthy supply of *potions of remove disease* as soon as he can afford the expense. She's been waiting for nearly a decade now, but she knows Zeech won't forget his promise. She doesn't allow visitors to the Sanctum unless they're obviously sick, in which case she tries to get the poor soul to lie down and wait for Zeech's medicine to arrive. The only exception is that she allows an acolyte of Wee Jas to stop by every few days to collect the dead. To the healthy, Furpotia's initial attitude is unfriendly—she must be friendly before she allows anyone into her sickhouse. If she or her wards are attacked, she begins shrieking and flees into the streets amid cries of "MURDER!" A group of four Blessed Angels arrives within 1d4+6 rounds to investigate.

If a character offers to use magic to heal her wards of their sickness, Furpotia is naturally suspicious. Unless she's first made friendly, she interprets the PCs' attempt to help as an attack and reacts as detailed above. If the PCs manage to befriend the crazy woman, she thanks them for their aid but refuses to leave the sickhouse, even if all the current



wards are cured. "There's more sickness to come, dearies. My place is here."

Furpotia is an elderly woman with ragged hair and an almost feral look in her eyes. She dresses in rags and spends her days concocting "potions and salves" to administer to her wards. Unfortunately, these potions are little more than rancid water and paste made from random plants that have no medicinal qualities (and indeed, often hasten the departure of those who take them). Furpotia's only possession of value is a *periapt of health*, given to her by Prince Zeech himself (actually Lashonna magically disguised as Zeech) as a token of his thanks for caring for Alhaster's sick. Furpotia thinks the periapt is merely a token of thanks from the prince, and ironically doesn't know of its magical properties. She interprets her continued health as proof that she has been "chosen" for her work.

The entrance to the Well of Triptych Knowledge is a hidden trap door in the back of the house. It can be found with a DC 25 Search check. Now that the Ebon Triad is firmly established in the world, its members haven't returned to this area. When the cult was in its infancy they utilized *sleep* spells on the sick and on Furpotia so they could come and go without being noticed. (Balakarde used a similar tactic to enter the place and search it at his leisure.) If shown the trap door, Furpotia is genuinely shocked, but she refuses to go down the iron ladder. "That hole just feels wrong, dearie. None of old Furpotia's business can be down there."

The shaft leads down 100 feet to a domed chamber (area **1**).

1. The Hall of Gathering (EL 13)

The walls of this domed chamber are made of red brick and lined with stone beams that arch up to a point directly overhead where the shaft leads back up to the sickhouse. An iron ladder descends from this shaft into the middle of the room's floor. The chamber itself is empty, save for several rotting prayer mats strewn about. Each of these mats bears a simple black triangle. A five-foot-wide hallway leads east, and a large heap of tangled rope lies in its entrance.

This chamber is where the architects of the Ebon Triad spoke to those they had chosen to be the leaders and priests of the cult. These heretics were taught the beliefs of the Ebon Triad, and were given copies of a book called the *Way of the Ebon Triad* that would serve as their guide once they were in the world, leading their own cults. Lashonna and Mahuudril succeeded beyond their expectations with the cult, and today, the Ebon Triad is a self-sustaining organization that truly believes in its goal to unite Hextor, Erythnul, and Vecna into a supreme overgod. So powerful is their belief now that their clerics receive spells from prayer not from Kyuss, but from the power of their own devotion.

Creature: Balakarde fully intended to return to this dungeon after he finished exploring the Wormcrawl Fissure, and planned on bringing several allies to defeat the ebon aspect that dwells in area **4**. In order to slow or prevent other members of the Ebon Triad from utilizing the Well until then, he left one of his most potent servants here to guard the site. Unfortunately for the PCs, this hangman golem can't really tell the difference between adventurers and cultists.

A hangman golem can collapse into a pile of rope. As a full-round action, it piles up into the shape of a 10-foot-tall humanoid. The golem attacks as soon as anyone enters this area. It does not pursue characters out of the dungeon.

HANGMAN GOLEM **CR 13**
N Large Construct
Monster Manual III 69
Init +2; **Senses** darkvision 60 ft., low-light vision; Listen +0, Spot +0

AC 27, touch 11, flat-footed 25
hp 129 (18 HD); **DR** 10/adamantine
Immune magic; construct traits
Fort +6, **Ref** +8, **Will** +6
Weakness vulnerability to fire

Spd 30 ft. (can't run)
Melee 2 slams +20 (2d8+8)
Space 10 ft.; **Reach** 20 ft.
Base Atk +13; **Grp** +25
Atk Options constrict 2d8+12, improved grab
Special Atk rope whirlwind, strangle

Abilities Str 26, Dex 14, Con —, Int —, Wis 11, Cha 1
SQ unravel

Immunity to Magic (Ex) A hangman golem is immune to all spells, spell-like abilities, and supernatural effects that allow spell resistance, except as follows. *Animate rope* hastens the golem (as if by the *haste* spell) for 5 rounds. *Rope trick* paralyzes the golem for 1 round (no save).

Rope Whirlwind (Ex) Every 1d4 rounds, a hangman golem can extend a number of ropes and spin, making a single slam attack against each creature within 10 feet. A hangman golem can't use its improved grab ability in conjunction with this ability.

Strangle (Ex) When a hangman golem grapples a living opponent, it can make a strangle attack as a standard action against the foe it grapples. The hangman golem and its foe make opposed grapple checks (or the foe can oppose with an Escape Artist check). If the hangman golem exceeds its opponent's check by 10 or more, it squeezes the breath from him. In addition to taking constrict damage, the foe is dazed for 1 round if it fails a DC 19 Fortitude save. The save DC is Constitution-based.

Unravel (Ex) Once per day as a standard action, a hangman golem can unravel its form to become a heap of tangled ropes that fills a 10-foot-by-10-foot area. While in this form, it cannot attack or move, but it gains fast healing 10. A hangman golem can reform into its humanoid appearance as a full-round action.

2. Guardian Niches

These alcoves once served as guardposts for potent undead minions of the cult of Kyuss. These undead have been returned to the Wormcrawl Fissure now that the Well has served its purpose. A DC 20 Search of these alcoves is enough to find a couple of long-dead dried green worms in the corners.

3. The Well of Triptych Knowledge

A fifteen-foot-wide pit yawns at the end of the short passage. The walls are lined with bricks and caked with mold and less-identifiable encrustations, and in the places where these growths aren't too thick, strange figures and runes are visible carved into the bricks.

The well is 300 feet deep, its walls covered with runes and pictographs written in avolakia. A DC 20 Knowledge (dungeoneering) check identifies the writing and its source (the avolakias are nightmarish intelligent worms with the capability to assume humanoid form), but does not decipher its meaning. Avolakia writing uses its own alphabet—a combination of hieroglyphics and curved tangles that doesn't resemble any other known language. If translated by someone fluent in this obscure language (or by magic), the carvings are revealed to be monstrously vile prayers to Kyuss. These prayers can be studied with an hour's worth of work, and contain a wealth of lore about Kyuss and his avolakia minions.

A recurring theme in the prayers is the mention of a ceremony known as The Ravenous Awakening. This ritual involves the animation of huge numbers of undead who are then led like cattle into vast banquet halls, where they present themselves to the feasters for consumption.

Further study reveals that while the avolakias worship Kyuss above all things, they also believe that his power is waxing. The passages suggest that Kyuss himself is trapped in some form of large stone monolith. He managed to partially escape this prison once, 1,500 years ago, but he was unable to maintain his freedom for longer than a few short months before the defeat of his armies by a force the avolakia refer to only as the Enemy forced him back into his monolithic prison.

More obscure mentions include reference to a location (phonetically translated as M'theskuss) called the Writhing Tabernacle, the place the avolakias seem to hold as the most holy site of Kyuss. Mention is also made of their great ally and the Voice of Kyuss, the Consort of the Five-Faced One, the eternal dragon Dragotha. M'theskuss and Dragotha are detailed further in "Into the Wormcrawl Fissure."

Ad-Hoc Experience Award: If the PCs decipher these runes, award them experience points as if they had defeated a CR 15 creature.

4. The Overgod's Court (EL 17)

The well empties through the ceiling of an immense chamber, its domed roof a full fifty feet over a black floor worn smooth by the passage of countless creatures. Alcoves in the north and south wall hold wretched statues of worm-like monsters coiled around pillars of skulls and bones. A single object occupies the room's eastern half—a huge statue of a three-headed, six-armed monster. It towers thirty feet high, a powerfully built creature missing two of its left hands and one of its right. The figure seems to be made of some strange stone that looks almost like leather in places, and the one good eye in its gaunt, skeletal face seems wet, soft, and almost alive.

The worm statues in the alcoves are depictions of avolakias, and are little more than unhealthy-looking statues. The "statue" in the center of the room is something more. A DC 20 Knowledge (religion) check reveals aspects of Hextor (the six arms), Erythnul (the bestial shape and face) and Vecna (the missing eye and hands) in the statue. Characters who have played "The Three Faces of Evil" doubtless recognize the statue as a depiction of the Overgod, an aspect of which they fought and killed at the end of that adventure.

Creature: The statue of the overgod is not a statue at all, but a primal manifestation of the faith and devotion of the entire Ebon Triad, waiting patiently here in the depths of the Well of Triptych Knowledge for the Age of Worms and its appointed time to emerge into the world above. As soon as the ebon aspect sees intruders in its temple, it lurches into hateful life and does its best to destroy the intruders.

THE OVERGOD CR 17
Advanced Ebon Aspect
NE Huge outsider (evil)
DUNGEON #125
Init +4; **Senses** darkvision 60 ft.; Listen +36, Spot +36
Languages Abyssal, Common, Infernal

AC 26, touch 8, flat-footed 26
hp 285 (30 HD); **DR** 15/magic and good
Immune cold
Resist acid 10, fire 10; **SR** 26
Fort +22, **Ref** +17, **Will** +20

Spd 40 ft., climb 20 ft.
Melee* bite +30 (3d6+21/19–20) and 3 claws +28 (1d6+15/19–20)
Space 15 ft.; **Reach** 15 ft.
Base Atk +30; **Grp** +49
Atk Options Awesome Blow, Cleave, Improved Bull Rush, Power Attack
Special Atk bloodthirst of Erythnul, *standard of Hextor*

Abilities Str 33, Dex 10, Con 20, Int 12, Wis 16, Cha 20
SQ blessing of Vecna
Feats Awesome Blow, Cleave, Improved Bull Rush, Improved Critical (bite), Improved Critical (claws), Improved Initiative, Improved Natural Attack (bite), Multiattack, Power Attack, Weapon Focus (bite), Weapon Focus (claws)
Skills Climb +52, Concentration +38, Intimidate +38, Jump +48, Knowledge (religion) +34, Listen +36, Sense Motive +36, Spellcraft +34, Spot +36

Bloodthirst of Erythnul (Su) Once per day as a free action, the Overgod can enter a terrific fury for the duration of one round. During this round, the Overgod gains damage reduction 15/epic, fast healing 20, and a +8 profane bonus on attack rolls and damage rolls.
Standard of Hextor (Sp) Once per day as a free action the Overgod can cast *spiritual weapon* (caster level 20th) as a spell-like ability. The weapon that appears is Hextor's flail. The spiritual weapon attack has a +33/+28/+23/+18 attack roll and inflicts 1d8+5 points of force damage per hit.
Blessing of Vecna (Su) If a caster fails to overcome the Overgod's spell resistance with a spell, the Overgod heals damage equal to twice the level of the spell or effect.
*Includes adjustments for 10-point Power Attack

4. The Vault

The wall that separates this chamber from area **4** appears no different than any other wall. A DC 30 Search check is enough to reveal that the wall itself is hollow. It can be breached with magic or force.

The chamber beyond this room is one of several vaults kept by Lashonna throughout the world. This vault is used to store treasure and funds to finance the Ebon Triad. She has also taken to storing magic items that may some day aid her in a battle against her nemesis, Dragotha. The air in this vault is long-stale and without oxygen, so characters who enter the chamber without breaching the wall between it and area **4** must hold their breath or suffocate.

Brick Wall: 2 ft. thick; Hardness 8; hp 180; Break DC 37.

Treasure: Four chests the size of steamer trunks contain the bulk of the treasure in this room; each is *arcane locked* at caster level 13th, but none of them are trapped. The contents of these four chests are as follows.

Chest 1: 20 leather bags, each containing 1,000 gp.

Chest 2: A leather bag containing 1,000 pp, 9 leather bags each containing 2,000 gp in assorted gems.

Chest 3: Several racks containing potions and other magical elixirs. In all, this chest contains 10 *potions of cure moderate wounds*, 10 *potions of undetectable alignment*, 10 *potions of nondetection*, and 10 *elixirs of truth*.

Chest 4: This chest contains several magic items, most of which Lashonna recently gained from other victims of her vampiric hunger. She knows what they all do and can identify them by sight, but has yet to decide which members of the Ebon Triad have pleased her enough to deserve these awards. The items include a *ring of evasion*, a *rod of flame extinguishing*, a *wand of lightning bolt* (23 charges, caster level 8th), a *wand of haste* (19 charges), a *belt of dwarvenkind*, a *cloak of arachnida*, a *harp of charming*, and a small silk pouch containing four *beads of force*.

Also kept here is a large leather-bound ledger bearing no title. The contents are protected by a *secret page* spell (caster level 13th) that make the ledger seem to be nothing more than an out-of-date list of the vault's contents. In fact, the ledger is an exhaustive list of the members of the Ebon Triad, including its numerous allies and the locations in which these individuals live. Characters who peruse these secrets doubtless recognize some of the names that have had lines drawn through them: "Theldrick," "Loris Raknian," "Faceless One." The ledger gives only one entry for Alhaster: "Ilthane—Traitor's Graves." Other entries in the ledger can enable future strikes against the Ebon Triad as you see fit. The PCs can actually use this book as a checklist for all the remaining Ebon Triad cells in the world. The only members who aren't mentioned in the text are the cult's architects, Lashonna and Mahuudril.

Lashonna immediately recognizes any of the items from this chamber if the PCs display them openly in her presence. She must make a Bluff check to maintain her composure and to prevent a successful Sense Motive from determining her cleverly hidden startled reaction. She denies recognizing the object in any event, and figures that by letting the PCs maintain possession of these treasures they'll have a better chance of defeating Dragotha. She plans to reclaim the items from their bodies once the Age of Worms begins.

Ad-Hoc Experience Award: Discovering the true nature of the ledger effectively gives the PCs the tool they (or anyone else) need to wipe out the Ebon Triad, and is worth experience points as if the PCs had defeated a CR 18 creature in combat.

PART THREE: ILTHANE'S LAIR

The second site likely to invite PC investigation is Ilthane's Lair. They can learn that the black dragon they defeated in "A Gathering of Winds" lived under the Traitors' Graves in several ways. They might piece two and two together after hearing rumors on the streets, they could discover its location after reading the ledger in the vault of the Well of Triptych Knowledge, or they could even divine its location via magic. It's entirely possible the PCs won't discover the location of Ilthane's Lair until later in the campaign. Manzorian might even use a *sending* spell to alert them of the lair's proximity after he or one of his agents discovers the information while they continue to research the Ebon Triad back home.

Of course, there's also the chance that the PCs can stumble upon the lair by accident. In their investigations of the Ebon Triad, they are certain to learn that members of the cult who are captured and executed are put on display on the Traitors' Graves. If the PCs wish to interrogate one of the most recent bodies via *speak with dead* or similar methods, they'll need to find the body out on the low island itself, at which point they may well be assaulted by Ilthane's brood.

The Traitors' Graves (EL 14)

This low, sodden hummock of mud and rocky soil rises only a few feet above the dark brown waters of the slowly-flowing river. Here and there, tangled patches of wiry undergrowth grow, interspersed with muddy pools of water. Wooden frames in the shape of a Y protrude from the island here and there, and on some of them still hang the rotting bodies of traitors executed for heinous crimes. A startling number of crows perch on these frames or hop along the ground, where they hunt bugs and worms.

The Traitors' Graves are mentioned in the Alhaster Backdrop (area **39**). This low island in the Eel River can be reached at low-tide via a soggy strip of land that connects it to the mainland (although some wading in hip-deep water may still be required). At high tide, the island itself is surrounded by the muddy waters of the Eel River. Watchers who bring bodies here for display typically approach via skiff.

The island itself is pocked with muddy pools of water in which thousands and thousands of mosquito larvae writhe. The air is infested with these pests, to the extent that anything that wanders the island must make a DC 10 Fortitude save each minute to avoid becoming sickened by the thick humming clouds. In addition, a visit to the Traitors' Graves brings with it threat of contracting a variant form of cackle fever spread by mosquito bites. A DC 16 Fortitude save is enough to avoid catching the fever. This save must be made once per visit to the graves. Any creature with at least a +1 natural armor bonus or any form of damage reduction is immune to both the threat of nausea and disease. Watchers who make the trip out here with bodies carry *amulets of natural armor +1* to ward off the mosquitoes.

Criminals who have been deemed traitors to Alhaster (including all members of the Ebon Triad) have traditionally been put on display here, their bodies strapped to a Y-shaped frame so that travelers along the Eel can look upon them and mock their fates. The three Ebon Triad cultists recently executed (see event 6 above) were scheduled to be put on display here as well, but the Watchers who were sent out to arrange this didn't quite make it.

Until recently, a large hidden cavern below this island served as the lair of a crafty black dragon named Ilthane. A pawn of Dragotha, Ilthane's purpose here was to keep an eye on Lashonna and the Ebon Triad, a job she performed with surprising skill. She was even contacted by the Ebon Triad recently to handle a problem to the south with some adventurers and a pesky wizard—unfortunately for Ilthane, these adventurers would be her doom.

A DC 15 Search of the island (likely after the PCs deal with the Creatures) turns up a skiff beached in the reeds along the western face of the island. This was the skiff the Watchers used to reach the island. The three bodies of the executed Ebon Triad cultists still lie heaped in the skiff's bow. If the right questions are asked with *speak with dead*, any of these bodies can hint at the location of the Well of Triptych Knowledge. None of these cultists has actually been to this site, but they've heard rumors of its existence in southeast Alhaster.

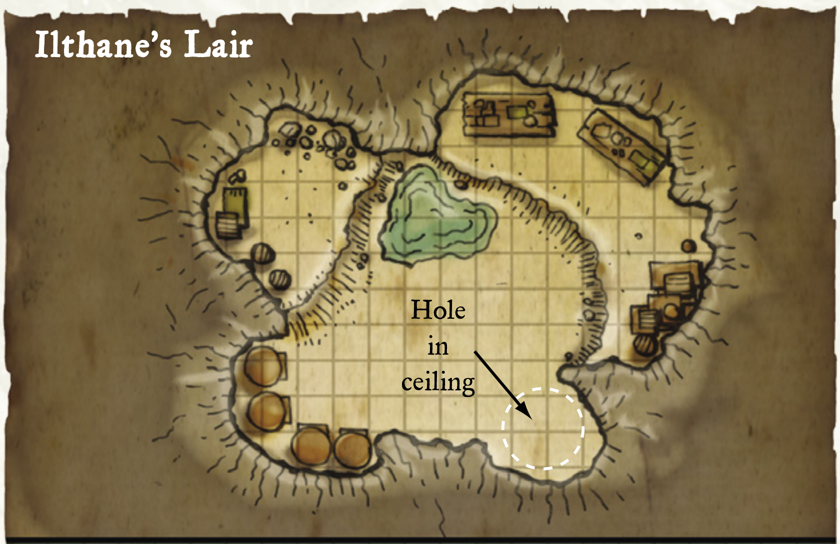
The entrance to Ilthane's lair is a cleverly hidden trap door covered with mud and wiry undergrowth. A DC 25 Search check uncovers it, but it weighs about 1,000 pounds—easy enough for a dragon like Ilthane to lift, but the PCs might have a little trouble if they don't have the four black dragons help them lift the heavy door. Under the door, a ten-foot-wide shaft drops 50 feet to a cavern below the island.

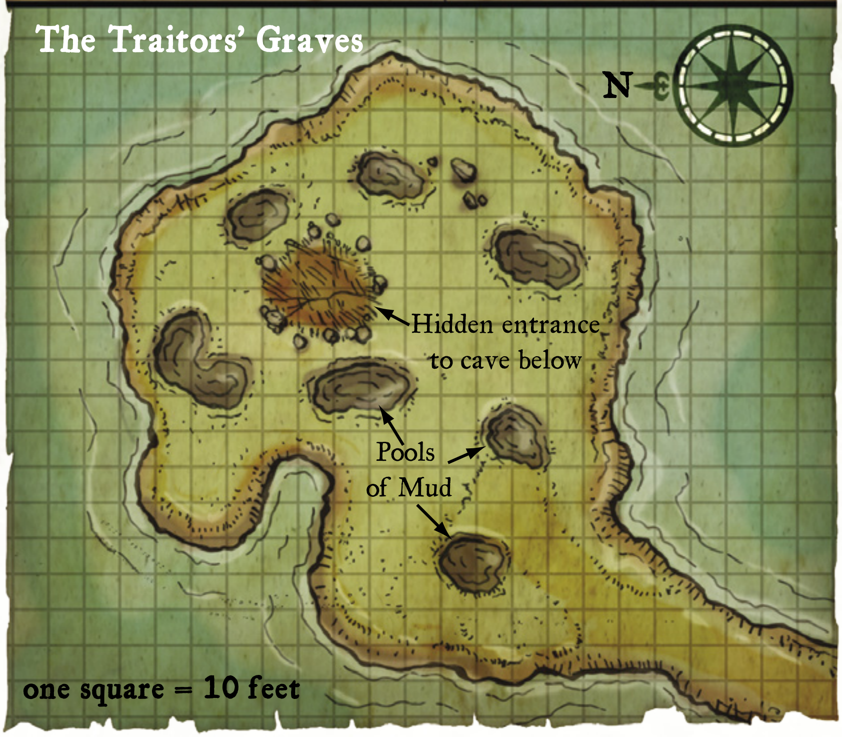
Creatures: After the dragon's defeat at the Whispering Cairn in "A Gathering Of Winds," Ilthane's Lair has remained empty until recently. Upon hearing of their mother's demise, four of Ilthane's young returned to her lair to try to claim her treasures as their own. These four dragons bickered and fought over the greatest prize, a fabulous alchemical laboratory that had been infused with the spirit of a watery genie known as a marid. This imprisoned marid knew many alchemical secrets, and it was under his guidance that Ilthane was able to craft the strange elixirs she used to augment herself, her offspring, and her minions.

Unfortunately, the four dragons broke the laboratory apart, and the marid's spirit was able to escape into the surrounding area. The interaction of the genie's soul with the large supplies of rare and exotic alchemical supplies gave birth to a monstrous amalgamation of acid, mud, magical compounds, and necromantic fury. The resulting creature, an acidwraith, drove the four dragons out of the lair and has lurked therein ever since.

The four dragons have since formed a tenuous alliance, and have tried twice to defeat the acidwraith on their own to no success. Their current plan is to trick other creatures into entering the lair and defeating the acidwraith for them, at which point the dragons intend to swoop in and finish off their likely-wounded pawns. Alas, the four juvenile black dragons haven't quite figured out a good way to lure anyone out here. When the patrol of Watchers arrived recently, the dragons forced them into the lair but were disappointed to see the acidwraith defeat them with ease. Now, as the PCs arrive at the island, the dragons try again.

Ilthane's brood are somewhat more dangerous than typical juvenile black dragons, as she performed several alchemical experiments on them as hatchlings. One of the side-effects of these experiments resulted in their eyes, which now smoke with a glowing green vapor.





ILTHANE'S BROOD (4) **CR 10**

Advanced juvenile black dragons
CE Medium dragon (water)
Monster Manual 70
Init +6; **Senses** blindsense 60 ft., darkvision 120 ft., keen senses; Listen +20, Spot +20
Languages Draconic

AC 25, touch 10, flat-footed 25
hp 142 (15 HD)
Immune acid, paralysis, sleep
Fort +12, **Ref** +11, **Will** +9

Spd 60 ft., fly 150 ft. (poor), swim 60 ft.
Melee bite +20 (1d8+4) and 2 claws +17 (1d6+2) and 2 wings +17 (1d4+2)
Base Atk +15; **Grp** +19
Atk Options Flyby Attack
Special Atk breath weapon (60 ft. line, 8d4 acid damage, Reflex DC 20 half)
Spell-Like Abilities (CL 4th)
3/day—*darkness* (40-ft. radius)

Abilities Str 18, Dex 14, Con 16, Int 10, Wis 11, Cha 10
SQ water breathing
Feats Alertness, Flyby Attack, Hover, Improved Initiative, Multiattack, Weapon Focus (bite)
Skills Hide +20, Move Silently +20, Listen +20, Search +18, Spot +20, Swim +30

Tactics: As the PCs arrive on the island, the four dragons slither up from the waters nearby and demand an audience with the characters. They tell the PCs that their lair has been invaded by a tremendous creature, and if they can kill the monster, the dragons are willing to reward them handsomely. The dragons are poor diplomats and even worse liars, so when they refuse to settle on exact terms before the monster in their lair is slain, or when a PC sees through one of their Bluff checks when they promise not to betray them, the dragons instead try to physically force the PCs into the lair.

The dragons fight together, but won't risk their lives for their kin. If reduced to fewer than 30 hit points, a dragon flees to the north and does not return.

Ilthane's Lair (EL 16)

This earthen-walled cavern reeks of sharp, bitter chemicals strong enough to water the eyes and steal the breath. The walls of the cavern are a tangled mess of roots, mud, and stone. Water drips constantly from the walls, gathering in puddles on the floor and collecting in a fuming pool to the east. North of the cavern entrance four large glass canisters once stood, although they have been shattered and their contents allowed to wash away. To the northeast, a ledge is heaped with smashed containers, crates, and other unrecognizable ruins. To the east, a second ledge is similarly cluttered, only this time with alchemical equipment and large, ruined tables of stone and wood.

This is where the dragon Ilthane lived, kept her treasure, and whiled away the hours with her enslaved marid genie creating and refining alchemical concoctions and fabulous elixirs. Many of these inventions were quite potent, with the capability to grant permanent boosts to ability scores, enhance breath weapons, grant immunity to acid, and other impressive effects. Sadly, when Ilthane's brood arrived, their bickering led to the accidental release of the marid's soul and the creation of a foul undead monster that destroyed most of these creations.

The chemicals in the air of this room burn and irritate. Any creature in this cavern must make a Fortitude save each round to avoid being sickened by the acrid tang—creatures with any resistance to acid whatsoever are immune to this effect.

The large pool of tainted liquid in the east is actually a pool of toxic chemical waste created by the spillage of the glass tanks of liquid to the west. The stuff deals 1d6 points of acid damage per round of exposure except in the case of total immersion, which deals 10d6 points of acid damage per round. Those who drink the liquid or breathe the fumes around it (which extend to five feet from the surface of the pool) become poisoned (Fortitude DC 15, initial and secondary damage 1d4 Con).

Creature: The acidwraith dwells in the large pool of toxic liquid. The horrific undead creature is insane with rage—given time, it may be able to collect its thoughts enough to focus its anger, at which point it could become a dangerous regional menace. For now, the thing knows only hatred, and anything it sees entering its lair becomes the focus of its wrath.

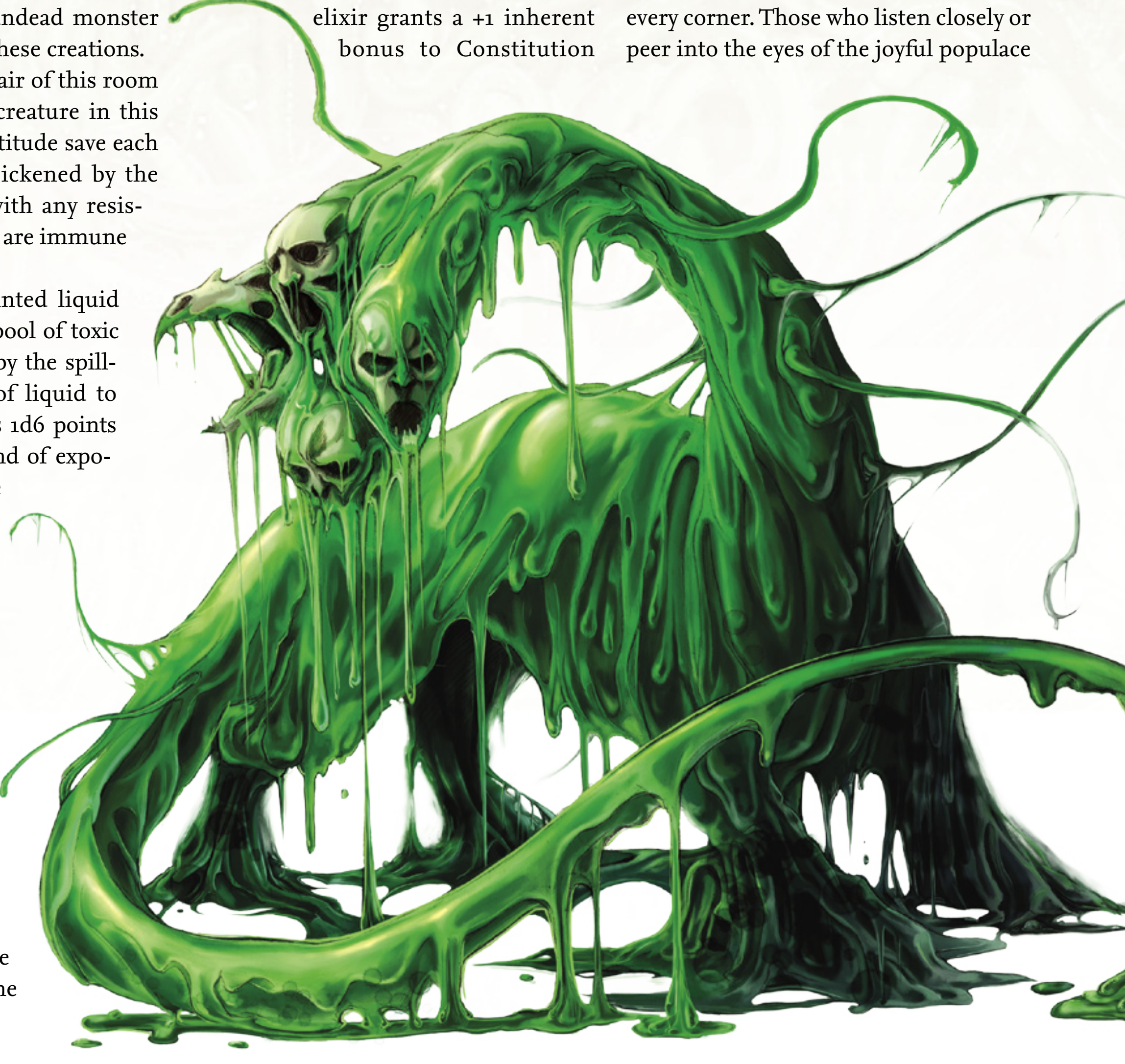
Acidwraith: hp 143; see Appendix.

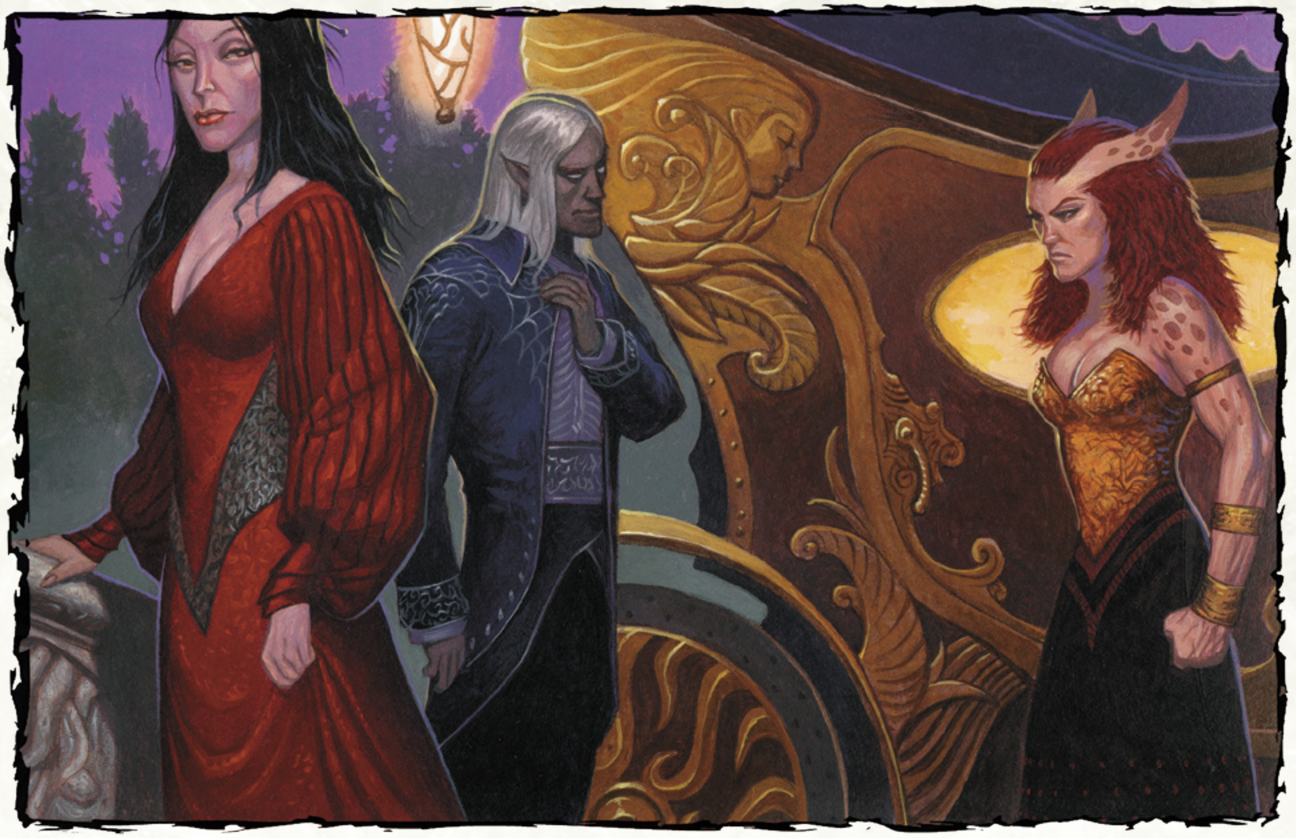
Treasure: Most of Ilthane's treasure has been ruined by the acidwrath's corrosive presence. Thousands of corroded and useless coins and pieces of jewelry lie strewn about the cavern. Nevertheless, a few items of value survived. It takes a DC 25 Search check and a half hour of work to uncover this treasure.

The minor baubles (coins, surviving jewelry, and a mithral shield) are worth 4,000 gp in all, but the true treasures to be found here consist of three potent elixirs. Each vial is made of adamantine, and each elixir grants a permanent boon to the drinker. One elixir grants a +1 inherent bonus to Constitution and a +1 inherent bonus to Strength. The second grants a +2 inherent bonus to Charisma. The last elixir grants a permanent increase of +3 to the drinker's natural armor class, and in so doing covers his shoulders, forehead, arms, legs, and abdomen in thick black scales. Each of these elixirs is worth 55,000 gp and functions at caster level 17th.

PART FOUR: THE DAY OF GREAT REJOICING

At dawn on the seventh day of the PCs' visit to Alhaster, the characters are likely wakened by a tremendous din. Trumpets sound across the city, every drum, horn, and bell in every place of worship call out (as instructed) to announce that the Day of Great Rejoicing has arrived. The streets throng with happy, smiling faces, the locals cheer and rejoice, babies are held aloft and patriotic songs about the divine mercy of Zeech are sung at every corner. Those who listen closely or peer into the eyes of the joyful populace





can see the unmistakable traces of sadness and despair. Prince Zeech has ruled Alhaster through two decades of oppression and debauchery, and to most of the city's citizens, this festival is little more than a celebration of two more to come.

Before this event occurs, the PCs should take the time to ensure they'll be dressed appropriately. Wearing bloodstained armor to the event is a sure way to guarentee that no one will take them seriously. A DC 20 Gather Information check is good enough to learn what is and isn't expected. Armor isn't forbidden at Zeech's Gala, although it should be in good repair, clean, and not terribly out of style. Weapons are frowned upon—anyone who wears an obvious weapon to the gala is told that "Prince Zeech has no gladiatorial fights scheduled for today. Leave your weapons at home." Accessories and dress should be, at the minimum, on par with a courtier's outfit (30 gp) with at least 50 gp in jewelry or other accessories. Such dress is enough to allow a PC to function without penalty during the gala; characters who resist dressing to impress suffer a –4 penalty on all Charisma-based skill checks during the gala. Worse, whenever Authority Points are awarded, such slovenly PCs have a 50% chance of failing to earn any points at all.

It's impossible to overdress for the event. If you have players who wish to go all out on their character's appearance, consult issue #340 of *Dragon* for numerous additional ways the PCs can accessorize their gear and impress the prince.

Assuming the PCs have secured invitations to Zeech's Banquet (and that they've opened and read them), they know that a few hours before sunset, an official banquet carriage will arrive at their registered lodgings to bring them to Zeech's Palace (area **33**). When it arrives, the carriage is almost shocking in its decadence—a gold-plated vehicle of incredible size and garish ornateness waits for the PCs to board. A group of four trolls serve as "horses" for this ostentatious monstrosity, each dressed in ill-fitting suits designed to call out their hideous countenances all the more. The carriage itself is driven by a lanky, wide-mouthed man with black robes and a tall black top hat. A sizeable crowd gathers and gawks as the PCs board.

The carriage interior is incredibly sumptuous. The leather seats are padded with down and gold lanterns burn pleasantly-scented oil. A tray contains several crystal decanters of wine and silver salvers of sweet-meats (these items are worth a total of 350 gp if anyone should like to pocket them). The driver never speaks, and once the PCs are aboard takes them directly to Zeech's Palace.

The Palace

A brief description of Zeech's Palace appears on page 89 of this issue. As the gala unfolds, the guests are led from one room of the palace to another—the events detailed below provide more detailed descriptions of these areas.

Although the goal of this portion of the adventure is not combat or looting, the PCs should take note that Zeech's palace is far from easy pickings for thieves. Details on Zeech's guards (including the four erinyes devils that serve him as bodyguards) appear in the description of his palace in the backdrop in this issue.

PCs found wandering alone in the palace are discreetly but firmly directed back to the celebrations by palace guards, and should this occur more than twice that PC and any associates are ejected back onto the street.

Hosts and Guests

Apart from the PCs, Zeech has invited 13 other important guests to this gala. These guests are detailed in this section. Note that in addition to these 13 notables are many bodyguards, personal servants, heralds, and other hired help. These servants generally go unnoticed, but the mass of them certainly can't be ignored and they help to lend weight and importance as they cheer (as appropriate) at the events of the day.

The PCs can interact with these guests in any way they wish; each is presented with a description of their appearance, personality, and goals, so you can determine how they react to the PCs. Befriending these important guests can result in Authority Point awards or other benefits, but note that some of Zeech's guests are not allies to the PCs' cause, and it's possible for the characters to give up too much information about what they know of the Age of Worms if they're not careful.

Each guest is listed with his or her race, class and level, alignment, and any skill check modifiers that may be important during the adventure; all other statistics are omitted since combat is not the goal of this section of the adventure. Full statistics for some of the guests appear elsewhere in this adventure or in other installments of the Age of Worms adventure path; in these cases, sources for the full statistics are given. At the end of each guest's description that person's initial attitude toward the PCs is listed, along with the conequences of successfully changing this attitude to something different.

Prince Zeech

LE male human fallen paladin 8/ blackguard 8 ("Dawn of A New Age," *Dungeon* #135)

Skills: Bluff +17, Diplomacy +28, Intimidate +15, Sense Motive +22

Appearance: Prince Zeech is a handsome man in his early forties, but a life of decadence and heavy spending has left him with the countenance of a man much younger. He wears his hair loose and just off his shoulders, and dresses at the cutting edge of the current style.

Personality: Zeech is in a somber mood during much of the festival, despite the furious attempts of the nobles and his servants to cheer him up. His great task (the construction of the ziggurat and tower) is not yet complete, and his past is troubling his dreams. He remains fairly quiet during the gala, remaining observant and allowing his fool the Ominous Fabler to do most of the talking on his behalf, listening closely to whispered words from his master and announcing them in his own unique manner. Anyone in close conversation with Zeech can make a Sense Motive check opposed by his Bluff check. Success allows the character to note a terrible sadness hidden under his facade. Discussing the Prince's hidden sadness at any point in Zeech's earshot immediately offends him (see below).

Goals: Zeech's initial goal is two-fold—he wants to find out which of his guests support the construction of his project, and he wants to reinforce his image as being the most powerful and most "cultured" citizen of Alhaster. If every one of his guests leaves an ally and a stronger supporter than when they arrived, he'll count the gala a success. On the morning of the festival, he learns that the PCs have secured invitations and hurriedly consults his advisors about them, learning of their involvement with the Champion's Games in the Free City and their ties to Diamond Lake, but little more. He is an excellent judge of character, and upon meeting the PCs realizes that they are destined for great things. As the gala goes on, he pays particular attention to them, hoping to learn everything he can about them before the night is up.

Offending the Prince: At various points during the party, it's possible to personally offend Prince Zeech. If this occurs, the offending PC must immediately make a Diplomacy check opposed by Zeech's Diplomacy check. Success indicates that Zeech takes the offense as a good-natured ribbing and dismisses it with a laugh. Failure indicates that Zeech does the same, but at the first opportunity he sends a secret message to the cooks in his kitchens and has that character's portion of food during the feast laced with a special poison he developed over the years—a toxin distilled from sea urchins. Zeech calls the stuff Redhand Ikrus. The stuff is tasteless and impossible to detect without magic. Since the effects of this poison are delayed, you shouldn't ask for Fortitude saves as the character eats—simply note how many courses the PC takes part in during the feast. Six hours after the feast, the character must make that many DC 18 Fortitude saves as his body suddenly seizes up in painful spasms and begins to rot. Each failed save results in 1d6 points of Constitution drain. Creatures slain by Redhand Ikrus quickly melt away into noxious green stains, bones and all.

Initial Attitude: Unfriendly. *Hostile*: Zeech ejects the characters from the gala, and sends four Blessed Angels to assassinate them later in the evening. *Friendly*: Zeech asks that character to sit at his end of the table during the feast. *Helpful*: Zeech is so impressed with the characters that he not only invites them to sit at his end of the table during the feast, but also points out their qualities as things the other guests should strive for. This nets the party an award of 1 Authority Point, but jealousy creates a –2 penalty on all other Diplomacy checks made against the other guests for the remainder of the evening.

The Ominous Fabler, Zeech's Fool

CN male spriggan rogue 12/bard 2 ("Kings of the Rift," *Dungeon* #133)

Skills: Bluff +20, Diplomacy +10, Intimidate +17, Perform (comedy) +15, Perform (oratory) +12, Perform (wind instruments) +5, Sense Motive +15

Appearance: The Ominous Fabler looks like a sinister little man who stands only two-and-a-half feet high. He constantly clutches a mummified raven to his chest and always looks nervous. He's dressed in crimson leather armor and wears a strange, three pointed but floppy hat wrapped in black and white ribbons and studded with gems.

Personality: The Ominous Fabler follows the Prince everywhere he goes, using his considerable talents at insults and sarcasm to mock and belittle the guests as much as he can. Zeech feigns shock at these comments and swipes at the fool with anything handy, but a DC 20 Sense Motive check is enough to get the idea that the twisted little man is saying what Zeech wants him to say.

Goals: The Ominous Fabler has a secret goal in Alhaster; he's in town investigating the nature of the Age of Worms at the request of his true patron, a giant king named Granitebones.

Initial Attitude: Indifferent. *Helpful*: The Ominous Fabler takes note of the PCs—when they meet him again in "Kings of the Rift," he may provide them some aid.

The Help

LN human commoners 1–3

Skills: None noteworthy.

Appearance: These overworked men and women consist almost entirely of freaks Zeech recently hired away from Montague Marat. Characters who visited the Emporium in Diamond Lake may recognize some of them—fat ladies, pinheads, men without legs, women without eyes, and all manner of deformity is on display. Zeech fired his regular servants, retaining only his cooks and guards while replacing the rest with these folk, with whom he has a strange obsession. During the course of the celebration the heroes should be served wine by Afus, the Man with No Head (whose face in his chest), attended by Madam Hog, the Pig Woman (whose face is more akin to a sow than a human), and led to their chairs by Ekestra, the Half-Man (who walks on his hands as he has no lower body).

Personality: These men and women may be overworked, but this is the first time in their lives they've been paid a fair wage and have been given any privacy; each has been given their own room in the palace. They have become quite loyal to Zeech as a result, and have nothing ill to speak of him.

Goals: Stay on Zeech's good side.

Initial Attitude: Indifferent. *Hostile*: The servant complains to Zeech, who becomes offended. *Helpful*: The servant takes a liking to the PC, and quietly warns him if he offends the prince.

B'kruss

LE male hobgoblin fighter 14

Skills: Bluff +1, Diplomacy +1, Intimidate +1, Sense Motive –1

Appearance: B'kruss is a tall, well-groomed hobgoblin with a raven perched on one shoulder.

Personality: The PCs likely met B'kruss earlier, and know his facade of politeness and compliments is just that. In fact, the hobgoblin is a petty thug who'll do anything to achieve his goals.

Goals: B'kruss wants to impress Zeech at the party and hopefully land some sort of commission as a bodyguard or assassin. His attempts to curry Zeech's favor backfire at some point during the party and he offends the Prince, who has him poisoned during the feast.

Initial Attitude: Variable—if he humbled the PCs earlier in event 5, his initial attitude is indifferent (he views the PCs as foolish mercenaries barely deserving of his attention). If the PCs humbled him, his initial attitude is hostile, and if he's not made at least indifferent before event 11, he challenges one of the PCs to a duel before Zeech at some point before the feast in an attempt to gain Zeech's favor by defeating one of them. A DC 15 Knowledge (nobility and royalty) check is enough for the PC to realize that he can refuse the challenge honorably since it's somewhat unseemly to fight at a party. If the PC accepts the challenge, Prince Zeech brings his guests to one of the gardens he uses for dueling. The rules of the duel are up to the PC (as the challenged) to decide. If the PC fails to win the duel, he offends the prince. No matter how this duel turns out, B'kruss automatically offends the prince—his poisoning is assured the instant he makes his challenge.

Hemriss

LE female half-fiend human rogue 8/assassin 10 ("Dawn of a New Age," *Dungeon* #135)

The Fabler's History

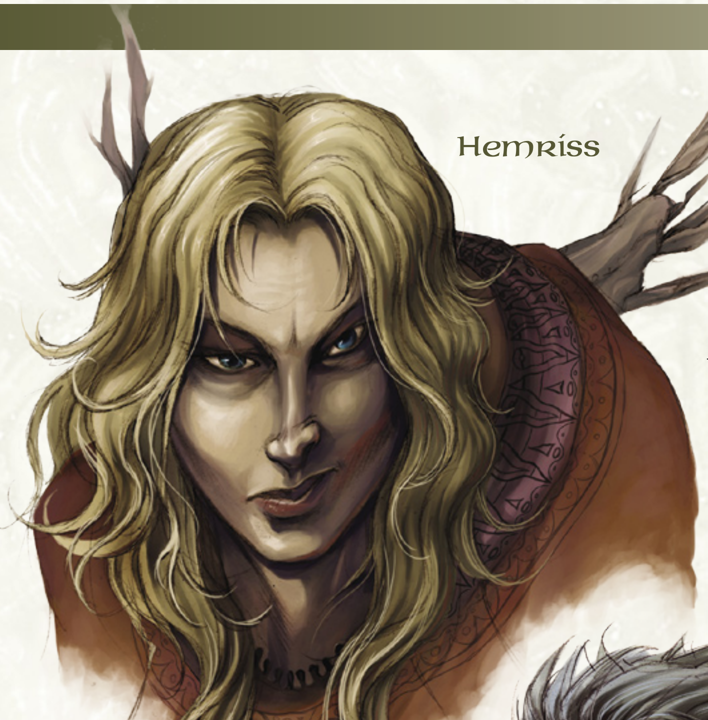
Nearly a year ago, a stone-giant chieftain named Thane Kolvant Granitebones had a terrifying dream—he saw a blackened monolith rising from the ground and spitting poison into the air that caused the dead to rise from their graves and the land to be consumed by worms.

Thane Kolvant consulted his adviser and fool, a spriggan known as The Ominous Fabler, who advised his master to seek the meaning of the dream by consulting an oracle named Gryzz. She gave Thane Kolvant a dire prophecy that predicted the ruin of his tribe, and the thane reacted with panic. As he took plans to gather the giants of the Rift Canyon together to defend themselves from this coming doom, he sent the Ominous Fabler out into the world to seek out the true meaning of the prophecies.

The Ominious Fabler, being quite intelligent and knowledgeable, quickly determined that the city of Alhaster would play a prominent role in the dark age to come. He came to Redhand to investigate, and found Alhaster.

Seeking employment within the palace, the spriggan was unlucky enough to be caught stealing in the kitchens. In the ensuing chase, the guards cornered him on the Vertiginous Terrace as Prince Zeech was within. Just as he was about to be dispatched, the spriggan begged the prince to give him one chance to impress him before he was cast onto the rocks below. Zeech was bored and granted the strange little man his request, and the Fabler told an especially brutal tale about a band of hateful ravens that collected human eyes to create a magic guardian called a Watching Tree. Of course, Prince Zeech found the tale quite amusing and immediately promoted the Ominous Fabler to the worst position imaginable in the kingdom—Entertainer to the Prince (previous occupants of this position have been variously boiled, eaten, and burned alive after some happenstance remark or ill-chosen phrase before the insane prince.)

Of course, this is all according to plan for the Fabler, who now uses his position in the palace to gather what information he can about the coming Age of Worms.

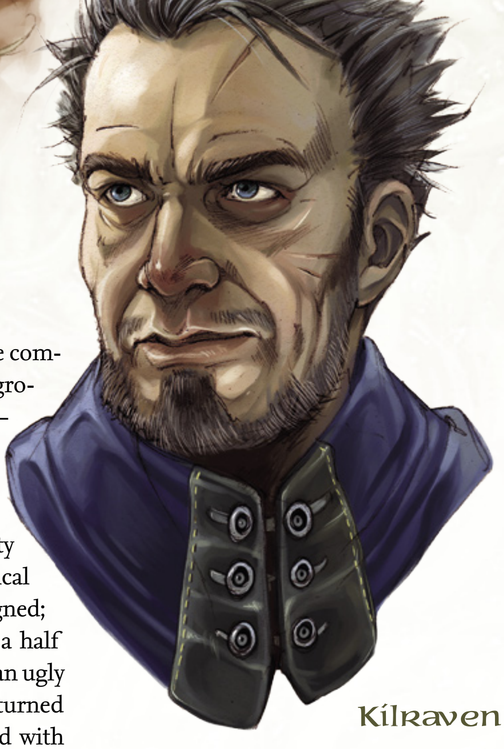


Hemriss

Skills: Bluff +25, Disguise +25, Diplomacy +29, Sense Motive +24

Appearance: Hemriss is a strange combination of the beautiful and the grotesque. She's a half-fiend human—her mother was an erinyes devil, and rumor holds that her father is Prince Zeech. She certainly shares Zeech's piercing blue eyes. Her beauty is marred by two unfortunate physical deformities. First, her face is misaligned; the right half of her face is about a half inch above the left, giving her nose an ugly twist and her mouth a perpetual upturned sneer. Second, her back is hunched with malformed wings; broken feathers protrude here and here from these mockeries, and she tries to cover them with a fine cloak but isn't always successful. Her expression is one of bitter cruelty.

Personality: Hemriss is the vile leader of a traveling band of warrior-gypsies who wander Redhand enforcing the secret will of Prince Zeech. It's suspected that the deformed woman is Zeech's daughter, but neither has ever publicly confirmed the relation. Certainly, her appearance lies at the root of Zeech's fascination with deformity—always at the back of his mind is the hope that if he can understand what causes these conditions, he can offer his daughter a cure for her misshapen form. Hemriss is quiet and unassuming during the party, and is never far from her father's side.



Kilraven

Goals: Hemriss' purpose at the party is simple—she's there to watch and observe for her father, to determine if any of his guests have ulterior motives and to defend him if the need arises.

Initial Attitude: Unfriendly. Any Diplomacy check to curry Hemriss' favor that incorporates compliments on her appearance (well-meaning or otherwise) suffers a –10 penalty on the check. *Hostile*: Hemriss indicates to her father that the PCs may be trouble, and he immediately makes the secret order to have their food poisoned. *Helpful*: Hemriss quietly entrusts one of the other PCs with her suspicion that Miszen has some sinister motives at the party, and asks the PCs to help try to determine what her true goals are.

Hoff

NE male dwarf fighter 11

Skills: Bluff –1, Diplomacy –1, Intimidate +14, Sense Motive +0; Strength check +5

Appearance: Hoff is an almost impossibly fat dwarf with a rosy red nose and piggy eyes dressed in browns and reds.

Personality: Hoff is foul-mannered and slightly insane, but he's on his best behavior during this party, and lets slip only a few minor profanities here and there. He's often found near the food, as he eats and drinks prodigiously.

Goals: Hoff's goals at the party are simple. He's here to get free food, free alcohol, and maybe to have a little fun on the side.

Initial Attitude: Unfriendly. *Friendly*: Hoff challenges the strongest-looking PC to arm wrestle. Resolve this bout as "best two out of three" opposed Strength checks. If beaten, Hoff becomes unfriendly, but if he wins, he immediately becomes helpful. *Helpful*: Hoff invites the PC to join his mercenary band. The repercussions of this choice are beyond the scope of this adventure, but needless to say, a good character who works for Hoff can expect to be put in a situation where his morality is tested sooner than later.

If Hoff is made helpful, award the PCs one Authority Point.

Lord Malaven Kilraven

LN male human aristocrat 5/fighter 8

Skills: Bluff +11, Diplomacy +13, Intimidate +18, Sense Motive +7

Appearance: Lord Kilraven is an iron-haired, weather-beaten man with a hook instead of a right hand. He carries himself with pride and speaks with a strong, clear voice.

Personality: Kilraven is the trusty captain of the West Border Watch, an honorable man who has served under three generations of leaders within Redhand. Although his loyalty is to the kingdom he is dutiful and would never seek to be called a traitor. He follows the prince's orders as he must. He assumes the PCs are mercenaries Zeech took a liking to for some heinous trait, and this assumption colors his initial appraisal of them in a poor light.

Goals: Kilraven attended the gala only because he interpreted the invitation as a direct order from his prince. During the festival, he plays the role of a bemused noble to perfection.

Initial Attitude: Unfriendly. *Friendly*: Kilraven realizes that the PCs aren't Zeech's agents, and takes note of their actions and words. *Helpful*: Kilraven seeks to befriend the PCs, and given some privacy, admits to them that he hopes to live to see Alhaster freed from Zeech's rule. He believes that the majority of its citizens are honest folk, and given the chance, would throw off Zeech's rule. He doesn't quite ask the PCs to aid in staging a coup, as he feels that the time is not yet right, but he will ask them to stay in contact with him as things advance.

If Kilraven is made helpful, award the PCs one Authority Point.

Lashonna

LE very old vampiric silver dragon ("Dawn of A New Age," *DUNGEON* #135)

Skills: Bluff +17, Diplomacy +28, Intimidate +15, Sense Motive +22

Appearance: Lashonna's public figure is that of an incredibly beautiful elven woman with long silver hair. She is never seen in public wearing the same outfit more than once, and her voice is almost supernaturally charming and soothing to listen to.

Personality: Lashonna's silken tongue and grace are known throughout Alhaster. She is surprisingly easy to get along with, yet notoriously difficult to learn anything about. Soft-spoken and mirthful, her disapproving glance alone has been enough in the past to send those she has become offended by to commit suicide.

Goals: Lashonna's goals at the party are simply to be seen; she arrives late and leaves early, leaving everyone else at the party grateful and proud that they were at the same gathering as she. The one thing that she does not expect at the party are the PCs, and they'll have a rare opportunity to speak to the mysterious woman at the start of the next adventure.

Initial Attitude: Helpful.

Mahuudril

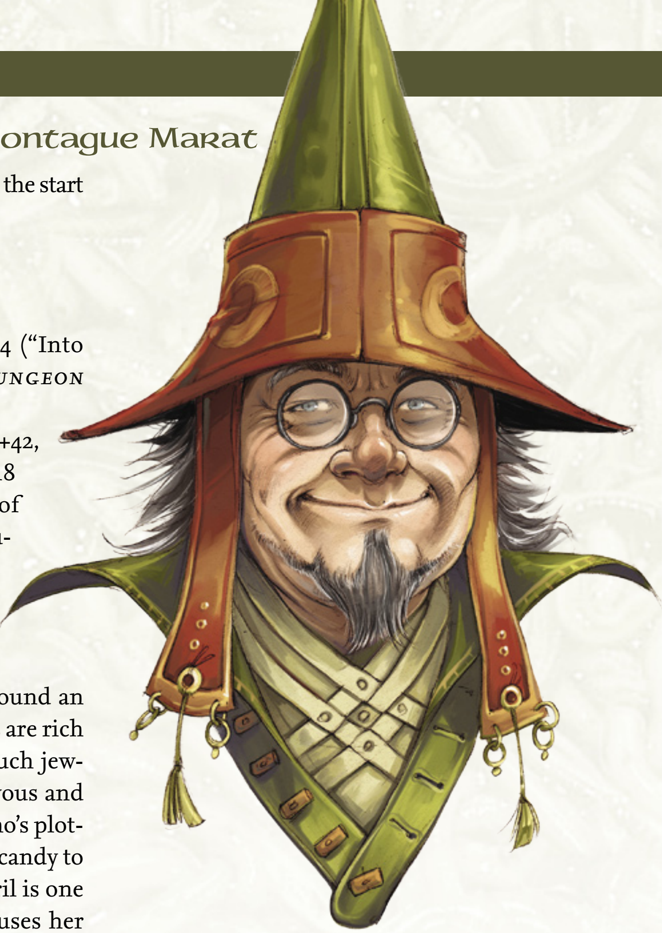
CE female avolakia sorcerer 14 ("Into the Wormcrawl Fissure," *DUNGEON* #134)

Skills: Bluff +36, Diplomacy +42, Intimidate +38, Sense Motive +18

Appearance: To the people of Alhaster, Merchantmaster Mahuudril is an exotic and mysterious human woman in her late fifties with a thin face that has aged well. She wears her shocking red hair in braids woven around an elaborate headdress. Her clothes are rich and royal, and she wears too much jewelry. Her expression is mischievous and sneaky, a young grandmother who's plotting the best way to sneak some candy to a grandchild. In truth, Mahuudril is one of the wormlike avolakia—she uses her *polymorph* spell-like ability to maintain her human appearance. If the PCs discern her true form (with *true seeing*, for example) and raise an alarm, she teleports to safety. Forcing her to flee puts a brief kink in the party, but Zeech is quick to do what he can to smooth things over. If the PCs expose Mahuudril's true form, the resulting chaos brings the party to an abrupt end. In either case, the PCs offend the prince. In the event that the party ends before the PCs have a chance to contact Lashonna, she contacts them herself on the pretense that she wishes to speak to them about the events that led to the party's abrupt end.

Personality: Mahuudril is an enigma—not many people in town know much about her, and that's the way she likes it. Her quick wit and sense of humor make her easy to like or hate.

Montague Marat



Goals: Mahuudril's goal at the party is to size up what the other movers and shakers of Alhaster have been up to. When she realizes that the PCs are at the party, she becomes interested in them but doesn't want to appear so interested that they become curious about her in turn. She's heard rumors of the heroes who have caused the Ebon Triad so much trouble and who stopped Loris Raknian's plans for the Champion's Games, and while she marks them as dangerous foes, she does not take any actions against them at this time.

Initial Attitude: Hostile. Mahuudril cannot be swayed from her opinions of the PCs by diplomacy, but she doesn't let her hatred show to them. In fact, if she gets the idea that the PCs have taken any real notice of her at all, she feigns illness and leaves the party as soon as she can do so gracefully and without drawing too much attention.

Professor Montague Marat

N male human aristocrat 9

Skills: Bluff +14, Diplomacy +18, Intimidate +4, Sense Motive +14.

Appearance: This wide-faced human man is in his late fifties. He has rosy cheeks and a pair of wire spectacles, and is dressed in a clashing riot of flamboyant clothing and a strange pointed hat. His expression is one of vivacious energy and glee.

Personality: Montague Marat is the former "associate" of Zalamandra (hostess of the Emporium in Diamond Lake), although he abandoned his position some years ago to seek his fortune elsewhere. He came to Alhaster and found the place quite matched his temperament. When he heard of Ilthane's attack on Diamond

Lake, he sent a boat to invite his one-time employees to join him in Alhaster. In fact, he knew of Prince Zeech's curious fascination with freaks, and when his "friends" arrived he hired them away to the Prince for a healthy profit.

Goals: Montague's primary concern is to enhance his presence as one of the newest aristocrats of Alhaster. He does his best to befriend everyone at the party, and if the PCs are accepted warmly by others, he's there to ride their coattails.

Initial Attitude: Friendly (unless the PCs have already established a different relationship with the Professor). *Helpful*: Montague feels a kinship for fellow survivors of Diamond Lake, and offers to put them up at his expense at the Deluxury for a few weeks until they get their footing in Alhaster.

Miszen Mitchwillow

NE female halfling sorcerer 15

Skills: Bluff +24, Diplomacy +8, Intimidate +8, Sense Motive +1

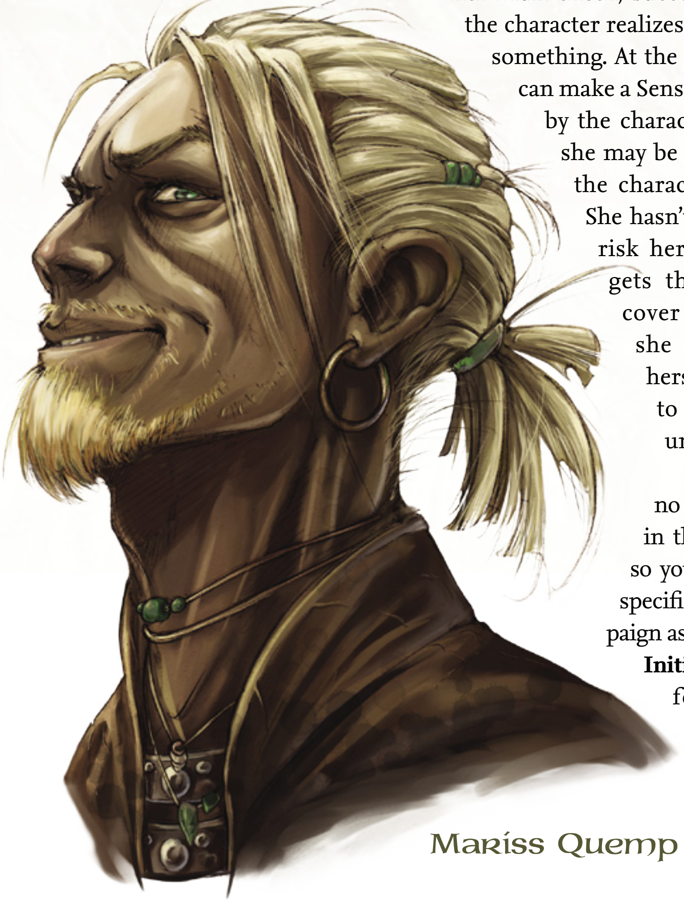
Appearance: Although slightly overweight and a little nervous looking, Miszen remains rather cute in appearance. She's got light brown hair, wears an amulet made of snake scales and teeth, and dresses in a black cloak and fine noble's clothes in dark shades of blue and green.

Personality: Miszen's a quiet, observant woman who has an uncanny knack to melt into the crowd. A well-respected merchant in the region, rumors of her powerful spellcasting capabilities abound. Zeech invited her to the party in an attempt to curry her favor so he can perhaps secure the expensive imported goods he enjoys at a less expensive price.

Goals: Miszen is in fact a spy from Dorakaa in the Empire of Iuz. Her goals in the Bandit Kingdoms are to keep an eye on politics and to advise her leader accordingly, should he ever wish to move against one of the provinces. Her role as a merchant is completely fabricated, a testament to several months of laying groundwork for her false identity and her skill at lies. Anyone in a long conversation with her about her business or history may Sense Motive against her Bluff check; success indicates that the character realizes Miszen is hiding something. At the same time, if she can make a Sense Motive opposed by the character's Bluff check, she may be able to learn that the character is on to her. She hasn't come this far to risk her cover, so if she gets the idea that her cover is in jeopardy, she politely excuses herself and teleports to safety once she's unobserved.

Miszen has no further role to play in the Age of Worms, so you can develop her specific role in your campaign as you see fit.

Initial Attitude: Indifferent. *Helpful*: Miszen may be smitten with a male halfling in the party, although she's careful to keep business separate from pleasure, and certainly won't reveal her secret unless she believes her lover would be an ally to her cause.



Mariss Quemp

Mariss Quemp

CN male half-orc barbarian 4/fighter 8

Skills: Bluff +1, Diplomacy +1, Intimidate +13, Sense Motive +0

Appearance: Mariss is a half-orc, although as half-orcs go, he's actually rather handsome, with his orc heritage almost unnoticable. Well-groomed and always dressed in the finest clothing, his towering frame still seems as if it would be more at home in a battle than at a party.

Personality: Mariss is a reformed barbarian. He retains the loud, infectious laugh of his youth and an equally loud voice, but he's abandoned his rough and foul manner for the cultured way of the aristocrat. He's quite popular with the other nobles, who can't get enough of his violent stories and ribald jokes.

Goals: Mariss has grown tired of his current two wives, and hopes to find someone new to bring home to Quemp Manor at this party.

Initial Attitude: Indifferent. *Friendly*: Mariss may become smitten with a female PC, and promises her wealth and eternal happiness if she consents to become his bride. If the character agrees, he demands that the ceremony take place the very next day at the cathedral of Hextor. That Mariss already has two wives doesn't matter to him, although he doesn't bother to mention this fact until he and his new bride are married.

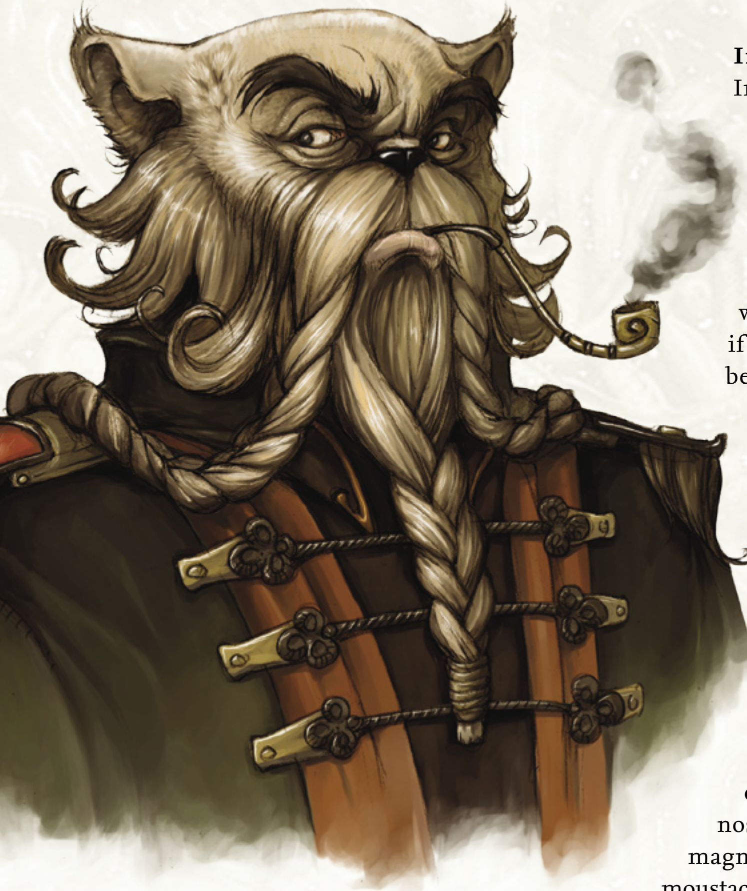
If Mariss is made helpful, award the PCs one Authority Point.

Shag Solomon

N male quaggoth aristocrat 6

Skills: Bluff +7, Diplomacy +11, Intimidate +3, Sense Motive +7.

Appearance: Shag Solomon is a true curiosity. Known as a cultured "wild man" from the northern pine forests, he is actually a mild-mannered quaggoth, a humanoid creature whose kind are normally known for their bestial fury. Solomon's vicious teeth and jagged claws contrast with his gentleman's garb and cultured demeanor.



Shag Solomon

Personality: Shag Solomon, normally calm and collected, has found the move to Alhaster doesn't fit him. He had thought his old friend Montague had found him a legitimate place in Alhaster's society, but when he tried to hire him away to Zeech, Shag refused. Zeech, happy with his acquisition of more than a dozen other freaks, allowed the refusal to stand, and since then Shag's spent his time at the Deluxury, sulking and drifting in an opium haze. In an attempt to rekindle his friendship, Montague secured an invitation for Shag to the party.

Goals: Shag initially didn't want to go to the party, but once he arrives he finds the attention the others give him to be quite refreshing and quickly settles back into the role of the storyteller and gentlemanly braggart. His hidden desire is to replace Montague in Alhaster's aristocracy, and given the chance he consults with other aristocrats to determine how best this can be done.

Initial Attitude: Indifferent. *Helpful*: Shag Solomon recognizes one of the PCs from their Diamond Lake days, and promises him wealth and fame if he helps Shag to become accepted in Alhaster's aristocracy.

Toris

NG male gnome aristocrat 11

Skills: Bluff +3, Diplomacy +17, Intimidate +3, Sense Motive +0

Appearance: Toris is an extraordinarily long-nosed gnome with a magnificent handlebar moustache.

Personality: Of the guests at the party, Toris is the most naive. He's also the only noble from an outlying province in the Bandit Kingdoms who accepted Zeech's invitation.

Goals: Toris is unsatisfied and depressed by the greed, cruelty, and hate that festers in his own province, and hopes that Alhaster might harbor a society more suited to his tastes. As the gala goes on, he realizes more and more that Alhaster is much worse than home; the sight of his blanching face and gaping mouth at some of the more decadent events during the festival is cause for much mirth among the other guests, Zeech in particular.

Initial Attitude: Friendly. *Helpful*: Toris becomes exceedingly friendly with the PCs and follows them everywhere, even after the gala is over, hoping to learn more about them. If there is a female gnome in the party, Toris tries to win her love with expensive gifts (up to a total value of 5,000 gp in all) and promises of eternal happiness if she'll only marry him.

If Toris is made helpful, award the PCs one Authority Point.

V'juss

CE male hobgoblin sorcerer 10

Skills: Bluff +16, Diplomacy +5, Intimidate +5, Sense Motive +0

Appearance: A tall, lanky hobgoblin, V'juss wears long, flowing robes and a bit too much perfume for a male hobgoblin.

Personality: V'juss is quiet and observant, and has little to say during the gala.

Goals: As B'kruss' cohort, V'juss had little to say when he was told he was going to this event. He has a feeling that B'kruss may bite off more than he can chew, and is ready to cut him loose at the right time so he can assume command of the Knights of Redhand.

Initial Attitude: Indifferent. When around B'kruss, V'juss takes pains to support his boss' opinions, but has none regarding the PCs himself.

Captain Vulras

CG human male ranger 9/rogue 7

Skills: Bluff +15, Intimidate +18, Sense Motive +9.

Appearance: Vulras is a dark-skinned man with a small neat goatee. He is dressed in flamboyant and very expensive robes.

Personality: Vulras commands a band of rangers to the north who are coldly efficient and sometimes brutal in their work against the Reyhu orcs who plague the northern reaches of Redhand. Yet for all their brutality, Vulras has managed to retain a strong core of kindness to his fellows.

Goals: Vulras doesn't approve of Zeech's rule, and secretly hopes to aid in overthrowing him at some point. His goal at this party is to appraise the palace and city defenses and to look for weaknesses in Zeech's character that he might be able to exploit in the future.

Initial Attitude: Indifferent. *Helpful*: Vulras confides in the PCs his dissatisfaction with Zeech, and hints that if the PCs ever made a move against him, they'd find support in Vulras and his rangers.

If Vulras is made helpful, award the PCs an Authority Point

Events in the Palace

Zeech's gala is scheduled to last for twelve long hours of feasting, gaming, and entertainment. The gala itself is presented as several events, each with its own opportunities for the PCs to learn a little bit about their host or work on their reputations with the nobles of the city. The majority of the adventure's Authority Point awards can be earned during these events, as the manner in which the PCs present themselves to the nobles and Zeech himself have the greatest impact on the city. If the nobles approve of the PCs, the citizens certainly will as well (at least, in public they will).

As you run these events, be sure to give the PCs plenty of time to interact with the other guests beyond what may occur during the events themselves.

Event 7. The Celebration Begins

Beyond the gates of Zeech's Palace is a steep rising path, flanked by polished skeletons in gibbets. The path winds up the rocky promontory upon which the palace and its grounds are constructed. When the PCs' carriage reaches the top, they are asked to decoach and are then led to the Vertiginous Terrace—a lawn that overlooks a 200-foot-drop into the Nyr Dyv. Other guests have already arrived, and they mill about in small groups, talking quietly. Several of the guests carry wrapped gifts for Zeech, and if the PCs think to ask, they might be able to race out and find a gift for the prince if they didn't realize this was expected.

About 20 minutes later, Zeech arrives amid great fanfare with his fool, the Ominous Fabler. Flanked by his deformed servants, Zeech stands quietly while his fool steps forth, clutching his mummified raven, and blows on a strange horn to attract everyone's attention (a needless move, since by this point everyone's attention is already focused on the prince). The Ominous Fabler clears his throat, and then speaks in a surprisingly strong and deep voice.

> "My lords, ladies, and other honored guests! Prince Zeech bids you welcome, and I trust you will enjoy the hospitality of his humble home!" The strange little man looks around, leers at some of the guests, then flaps his free arm and lifts the mummified raven up on his shoulder. Using the dead bird as a ventriloquist's dummy, he chirps out in a raspy voice: "You may now present your gifts to honor the prince!" and then steps back, giggling quietly as the other guests reach into folds in cloaks and pockets.

Nothing in the invitation indicated that the guests were expected to bring gifts for Zeech, and unless the PCs realized this before the party and secured gifts, they'll either need to scrounge a gift from their possessions or do some fast-talking. Any gift worth less than 2,000 gp runs a chance of offending the prince, as does giving no gift at all (unless the PC can successfully Bluff Zeech that his gift is "on the way" and will arrive the next day). An unwrapped gift worth at least 2,000 gp is fine, as long as the PC presents it with a DC 20 Diplomacy check (otherwise he runs a chance of offending the prince). The gifts from other attendees include jewelry, bottles of rare wine, exotic caged animals, and in the case of Mahuudril, a fiendish horse outfitted with *horseshoes of a zephyr*.

Notable in her absence is Lashonna. Before the party begins in earnest, Zeech announces that he's heard from Lashonna, and regrets to inform the partygoers that business will be keeping her from the day's events, but that she plans on arriving in time for the feast this evening.

Authority Point Award: +1 if at least one PC gifts Zeech something of little material value but gets away with it. –1 if at least one PC lavishes gifts worth over 10,000 gp on him.

Event 8. The Harlequinade Mortificatio

The first true event of the day takes place immediately after the gift giving. Servants appear with padded chairs for each guest and beg them to be seated.

> The fool appears again and blows his strange horn. "My masters! We beg you to enjoy our little tale—'tis a small thing I penned myself, a tale of menace, revenge, lust and death which I have called 'The Harlequinade Mortificatio.'" The fool moves back, and as he does, the servants arrange a small stage with a backdrop of a town street at night. A wooden moon wafts over the scene, and suddenly a host of animated skeletons dressed as clowns march on stage.

The play is performed in silence, apart from guests applauding as the skeletal clowns perform particularly ridiculous stunts, such as drinking wine, since the entire cast is composed of actors whose previous performances annoyed Zeech. Each met with an accident, and was subsequently animated as a skeleton by the Ominous Fabler using a *wand of animate dead* and his Use Magic Device skill. The entire play is a curious affair, and it soon becomes obvious that the whole plot recounts how each of the skeletons is acting out its own death, always by suspicious circumstances that aren't quite accidents.

During the play (which lasts for an hour), servants flutter about with wine and trays of lightly roasted almond biscuits of exquisite taste. At the play's end, the curious actors bow and everyone applauds. The Ominous Fabler appears, now dressed as a scarecrow on stilts and with a hare's skull where his head should be. He leads guests across the grounds to the next event, singing a song about boiling sparrows as he goes.

Event 9. The Handsome Slaughter of Curious Avians

Eventually the guests arrive at the Balcony of Expectorance, a wide deck jutting from the cliffside about twenty feet down from the palace. The Balcony is sheltered from the wind and the view of the Redhand coastline is even more magnificent than that from the Vertiginous Terrace.

> The fool trundles up onto the balcony railing, somehow managing to balance there on stilts as he addresses the guests. "And now, welcome to the Balcony of Expectorance, my friends, and the Handsome Slaughter of Curious Avians!" Two deformed servants march out, carrying between them a large rack of repeating crossbows. Another group of guests wheel out a number of cages filled with brightly colored red birds. "Please, select your weapon, and make ready to…" Prince Zeech cuts him off

with a dismissive slap as he steps forward. The fool teeters, but manages to catch his balance and clambers down from the ledge as the prince selects a magnificent-looking crossbow and says, "I'm feeling particularly lucky today. If anyone can bring down more than me, I'll give the lucky soul a thousand gold coins."

All of the crossbows are masterwork, with the exception of Zeech's (which is a *+3 repeating light crossbow*). Once everyone has selected their crossbow, the guests take turns as the Fabler releases ten of the brightly colored corollaxes (bright red exotic birds with the ability to generate *color sprays*) into the air. The corollaxes immediately scatter and begin flashing sprays of color as they wheel in the air. Each guest has three rounds to shoot and bring down as many of the corollaxes as he can before the birds escape around the sides of the cliffs. Zeech goes first and manages to take down six; the other guests do their best (or in some cases, deliberately do worse than the Prince), but none beat Zeech. The PCs are free to try to beat Zeech if they wish.

As the shoot progresses, servants pass roasted corollax glazed in honey and mulled spice wine amongst the guests.

Authority Point Award: +1 if the PCs win but manage to mollify Zeech with a DC 25 Diplomacy check. –1 if the PCs win and gloat.

Event 10. Some Lively Sports and Baiting

After the slaughter of the curious avians, the fabler leads the party back into the house, through a maze of doors and halls, and eventually down into the extensive basements. He does so by walking on his hands the entire trip, finally leading the group into one of Zeech's underground miniature arenas. The guests are directed to sit on the curved benches surrounding the sunken fighting pit (which contains two four-foot-square bird cages swathed in dark silks), while the Fabler explains the nature of the event.

The misshapen gnome retrieves a small oak box from a locked chest and opens it, withdrawing a pair of silver rings. "And now, we come to some lively sports and baiting, my friends! These rings are ensorcelled with magic such that those who wear it can direct the actions and movements of one who has been… specially prepared, as a receiver." He hobbles over to the prince and hands one of the rings to him. "The prince would like to challenge one of you to an honest fight, utilizing what lives at the other end of these rings as proxies. Are there any of you brave enough to meet the prince's champion on the field of battle?"

None of the other guests immediately rise to the occasion, giving the PCs the opportunity to challenge Zeech. If none of the PCs wants to take up the challenge, Mariss Quemp eventually accepts the ring and promptly loses to Zeech.

Once a PC puts on the ring, he must make a DC 15 Fortitude save to resist being overwhelmed with the disorienting feeling of seeing, feeling, and hearing through the body of a cockatrice in one of the covered cages in the arena below. The Fabler pulls a silk cord and releases a dozen feral cats into the arena—the cats immediately begin racing in circles, fighting and yowling in anger. The Fabler raises his voice over the rest of the crowd and announces "If you can create more ornaments than the prince, and if you can survive his champion's wrath, you'll win a most fabulous prize indeed!"

With that, he pulls a second cord and the cages in the pit below open, allowing the two cockatrices within to escape into the arena. The fighting pit is thirty feet square, and the object is to control one's cockatrice and petrify more cats than the other cockatrice. Once all of the cats are petrified, the two cockatrices are to fight one another for the win. Allow the character who took the ring to control his cockatrice; he attacks and defends using the monster's statistics. If the PC failed his Fortitude save to resist being overwhelmed, he suffers a –2 penalty on all attack rolls he makes with the cockatrice, and also suffers a –2 penalty to Armor Class.

If the PC wins, his prize is a golden egg of great size (valued at 1,000 gp).

During the fight, dishes of eggs are served—boiled ones of unusual size, eggs scrambled with fine meats, and even a strange cocktail of egg mixed with rum.

Cockatrices (2): hp 27 each; *Monster Manual* 37.

Feral Cats (12): hp 2 each; *Monster Manual* 270.

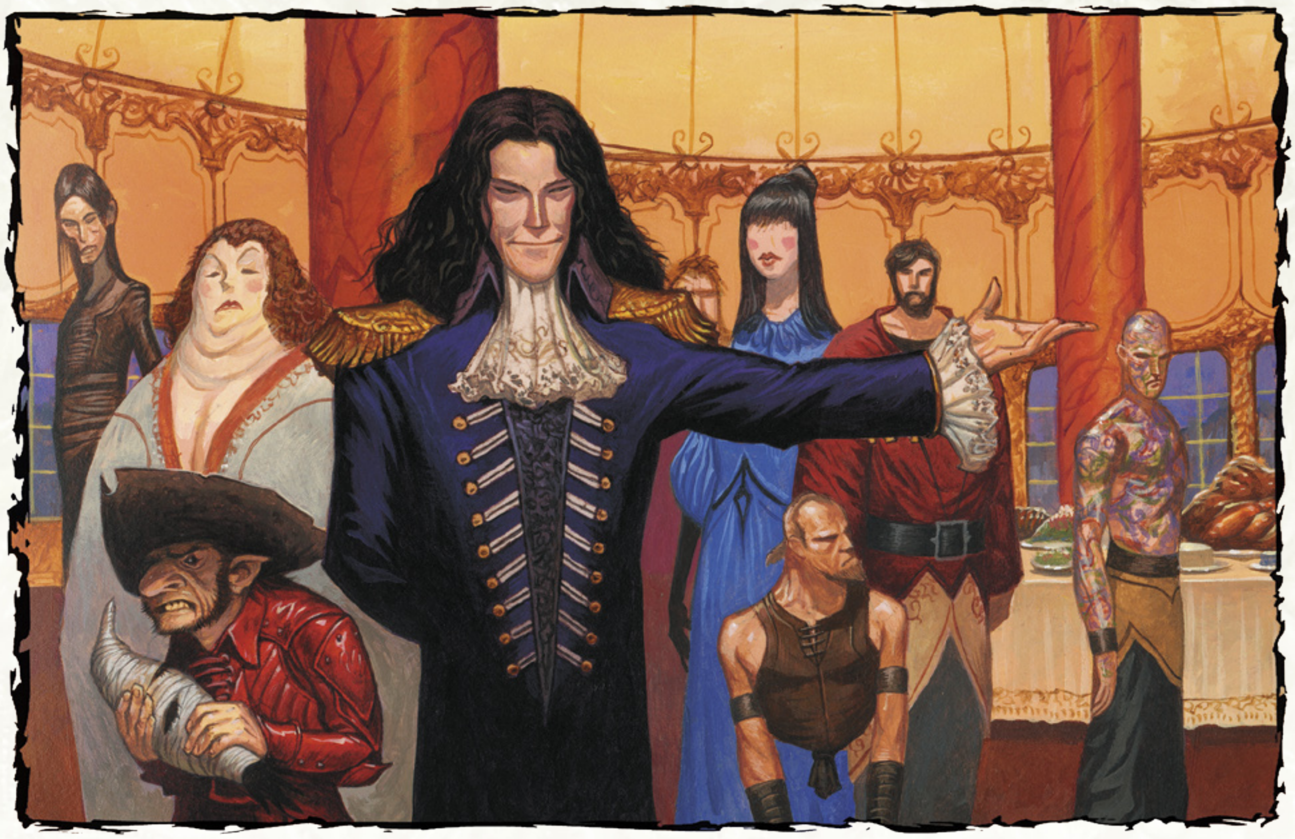
Authority Point Award: +1 if the PC wins the battle.

Event 11. Bowling the Devious Heads

After the cockatrice fight, the Fabler leads the guests back upstairs and out into a long, narrow garden on the north side of the palace. By this time, twilight has fallen, and the garden has been lit by numerous differently-colored *continual flames* cast inside skulls hanging from delicate silver and golden chains. Here, a curious game has been prepared. A mound of differently colored human skulls has been arranged at one end of the garden, and the Fabler takes pains to ensure the guests are arranged in a semicircle around this mound of skulls.

"And now, my beautiful friends, we come to the final game of the evening. I present to my wondrous prince an unfortunate criminal named Jack," announces the Fabler, as he hands the prince a human skull that has been painted black. "And to the rest of you, I present these delicate treasures!" The Fabler indicates the stack of differently colored skulls. "The prince shall throw Jack to the far end of the garden, and the rest of you shall toss a chap of your own. The thrower who comes the closest to Jack shall be declared the winner!"

Zeech makes his throw, and Jack lands near the far end of the garden, about 50 feet away from the party-goers. Each guest selects one of the colored skulls from the pile and then makes a ranged attack roll to try to come as close to the skull as possible. Each guest takes a shot, along with each of the PCs who wishes to play. Record the results of their ranged attacks—the character who rolls the highest gets closest to Jack (possibly by knocking other skulls out of the way). The distance and the skull's awkward balance work together to impart a –14 penalty on the attack roll. For sake of ease, you can simply roll 1d20



and assume that the resulting number is the final result of each of the guests' attack rolls, but you should make the PCs roll for real.

The winner of this competition receives a necklace with a small silver skull with ruby eyes worth a total of 2,500 gp.

During the sport, servants pass around gingerbread men without heads. The evening grows late as the game ends, and the sun sinks behind the horizon

Authority Points: +1 if one of the PCs wins the competition.

Event 12: Setting the Table

After the bowling of the devious heads comes to a close, the peal of an unseen gong sounds the call for dinner—the feast is ready! The Fabler leads the guests back into the palace and thence to the Great Banqueting Hall.

A massive, cylindrical chamber rises through the heart of Zeech's Palace. A tremendous round table of polished mahogany dominates the room, the walls of which are decked with portraits and landscapes of great quality. A large number of these feature Zeech himself, although the enigmatic Lashonna, a silver-haired, pale, remarkably beautiful woman, dominates one prominently placed portrait near Zeech's place at the table. A vast stained glass dome depicting what appear to be angels at play arches gracefully above, its perimeter decorated by a ring of severed heads mounted on iron spikes some twenty feet above the polished marble floor.

A DC 20 Spot check is enough to discern that the "angels" in the window are, in fact, erinyes devils, and their "play" is anything but something one would normally associate with angels. The mounted heads are no mere mortal decapitates—they have been animated and given the power to speak. All twenty heads cheer and encourage everything Zeech says in strange and sonorous voices powered by magic.

The Fabler bids the guests to be seated. Each setting bears a name on a card and a dazzling array of cutlery, including ten different spoons. A DC 20 Diplomacy check is good enough for a character to know which utensils to use and when to use them. A character that has at least 5 ranks in Knowledge (nobility and royalty) automatically knows which ones to use. A character who doesn't use his utensils properly runs the risk of offending the prince.

You can arrange the seating for the feast as you see fit. The PCs may have earned a place at Zeech's side, or one of the characters may end up having to sit next to a guest that they particularly despise. One chair, the one directly opposite Zeech, remains curiously vacant—at least until a few moments after everyone has seated. At this point, one of Zeech's servants announces the arrival of the final guest.

Event 13: Lashonna's Arrival

As Lashonna enters the Great Banqueting Hall, everyone rises from their seats. The woman is dazzlingly beautiful, with alabaster skin and long silver hair set back with a tiara of black diamonds. Everyone in the rooms feels her gaze settling upon them. Lashonna greets Zeech with a nod but says nothing, and gracefully takes her seat at the opposite end of the table from the prince.

Lashonna takes part in idle conversations during the feast, but is particularly interested in the PCs. She has been following their progress via reports from her agents since she learned some time ago of their actions against the Ebon Triad during "The Three Faces of Evil," but never risked tipping her hand using more direct methods like *scrying*. She knows that they represent her best chance to destroy Dragotha, and also knows that they represent the greatest threat to the Age of Worms. She tries to mask her interest in the PCs with her Bluff skill, but a Sense Motive check reveals her interest in everything they say or do at the feast. If Prince Zeech notices the attention she's giving the PCs with his own Sense Motive check, he becomes annoyed, but not enough to become offended and order the poisoning of a later course.

If one of the PCs is bold enough to ask Lashonna about Balakarde, the Ebon Triad, or anything else, she rolls her eyes in mock impatience, and then whispers to that character, "I know of your need for knowledge, and I have much to give. We should wait until after this quaint little dinner is over to speak."

First Course: The Feast of Worms

Zeech stands and silence falls upon the banquet hall. "My dear friends," he begins, and as he does, the decapitated heads above echo the word "friends" in a ghoulish tone. "I bid you enjoy this feast, eat and drink your fill in my humble abode." He claps his hands once. An instant later the great doors to the kitchen swing open and a trio of manticores enter to the ghoulish hoorahs of the heads. Yet these are no wild monsters—the fire is gone from their eyes, and their wings have been cruelly severed. Even the once ferocious barbs of their long tails have been surgically removed. Each manticore carries great platters on its back, and a host of distorted servants trail behind them, eager to begin serving food.

Each guest is given a small covered silver goblet—the PCs may notice flickers of disgust and trepidation flashing on the faces of other guests with DC 20 Sense Motive checks. When all have been served, the Fabler stands and tells the guests of a proud Alhaster tradition. One of the founders of Alhaster was a desperate pilgrim who washed up on the harbor shore. He had not eaten for many weeks, and he fell upon the moors to die. As he did he saw a worm emerge from the ground, and he realized the worm was a gift from the gods that he should live—and so he devoured it. In Redhand it has always been the tradition to start a feast with such a celabration of thanks. The Fabler bids that the guests now do the same.

Inside the silver goblet writhes a fat, greasy worm, its glistening flesh a nasty shade of green. A DC 15 Knowledge (nature) check identifies the worm as a relatively harmless green scrubgrub. Characters who have had the chance to examine a Kyuss worm up close can tell immediately that this grub, while similar in appearance, is not one of these vermin. The worm itself is surprisingly tasty, and brings no ill effect once consumed. Failure to eat the worm offends the prince.

After the first course, Prince Zeech commands the Fabler to tell a tale. The Fabler clears his throat, stands upon his chair, and tells an amusing story about a dryad whose tree is unknowingly transplanted into a bitter noble's garden, and of the delightfully ironic fate she devises for the man. When the tale is done, the Fabler bows and takes his seat, at which point the Prince opens the floor to any other guests who may have a tale to tell.

None of the guests do, but if one of the PCs wishes to tell a story they can. Encourage the player to tell the entire story to the group, and at the end of his story, he should make a Perform (oratory) check, opposed by the Fabler's earlier Perform (oratory) check.

Authority Point Award: Each PC who beats the Fabler's Perform (oratory) check gains +1 Authority Points.

Second Course: Four and Twenty Blackbirds

For the second course, a single domesticated manticore enters. It carries an enormous pie on a silver dish of great size strapped to its back. Pastry beaks of birds cover the pie, and as everyone watches, the crust is opened and 24 blackbirds emerge, flying around the room in terror. These blackbirds are a *programmed illusion*, but the birds baked into the pie are not. The blackbird pie has a delicately sugared and almond crust that tastes surprisingly good. As the pie is served, the servants bring in huge tureens of vegetables, along with plentiful supplies of a locally produced spiced white wine called Redhand Resinwint. This wine is particularly potent, and anyone who drinks from it must make a DC 13 Fortitude save to avoid suffering a –2 penalty on all Wisdom-based skill checks for the rest of the evening.

After the second course is complete, Zeech asks the Fabler for a song. The spriggan bows and stands on his chair again (perhaps sneering at any PCs who outdid his story after the First Course) and proceeds to perform a catchy little tune on his pan pipes. And again, after his performance, Zeech asks if anyone else at the table has a song to share. Allow the PCs to make Perform checks if they wish to play or sing a song, opposed by the result of the Fabler's Perform (wind instruments) check. No instruments are available (and the Fabler certainly won't loan out his pan pipes), so if the PCs didn't bring their own instruments they'll be limited to Perform (song) for their check.

Authority Point Award: Each PC who beats the Fabler's Perform (wind instruments) check gains +1 Authority Points.

Third Course: Tojbasarrirge

The Fabler announces the third course as a concoction of the prince's own—delectable tojbasarrirge for all! Tojbasarrirge is a curious dish involving an entire tojanida, stuffed with numerous gritty basilisk steaks, which are in turn stuffed with tangy arrowhawk breasts, which are finally in turn stuffed with an entire boned stirge with three olives impaled on its proboscis.

The tojbasarrirge is brought out on a huge platter slung between two manticores, upon which rests a great tojanida shell, halved and filled with a descending mass of meat. The prince himself invented this recipe (with aid from his cooks), and unfortunately, the entire thing is foul.

As this course begins, the guests must make Bluff checks to cover up their distaste of the dish, opposed by the prince's Sense Motive. Fortunately, the prince himself realizes that the food is vile, and only a few bites in he suddenly declares the third course complete and commands the servants to immediately clear the table for the fourth. They haul the remnants of the failed dish away, throwing it over the cliff and into the sea.

Authority Point Reward: If a PC manages to choke down a few bites of tojbasarrirge without the prince seeing through his Bluff, that PC gains +1 Authority Point.

Fourth Course: Purple Worm Aspic

As the fourth course begins, huge covered tureens are brought out. Within shudders a strange purple jelly. The Fabler observes that purple worms are a notorious menace in certain areas of the world, and their propensity for eating everything that moves is known to adventurers far and wide. The tribesmen of old learnt of a way of cooking the poisonous tail sections of the purple so that the poison is neutralized, but the recipe has to be precise in its preparation. As the bowls of shuddering purple glop are placed before each of the guests, the Fabler wonders if any of the guests at the table is brave enough to taste the dish before the prince puts his health at risk for deliciousness.

Naturally, none of the other guests volunteer. In fact, all eyes turn to the PCs to see if one of them will take the first taste. If no one tastes the food, Kilraven eventually makes a big deal about testing the dish. The meat is actually quite tasty, and is perfectly safe to eat. It is served with iced C'rosch—a strong local spirit made from blackberries and exotic spices. C'rosch is even more alcoholic than Redhand Resinwint, and characters who partake and fail a DC 16 Fortitude save suffer 1d10 points of Wisdom damage, but gain a +4 alchemical bonus on Charisma-based skill checks for 1 hour.

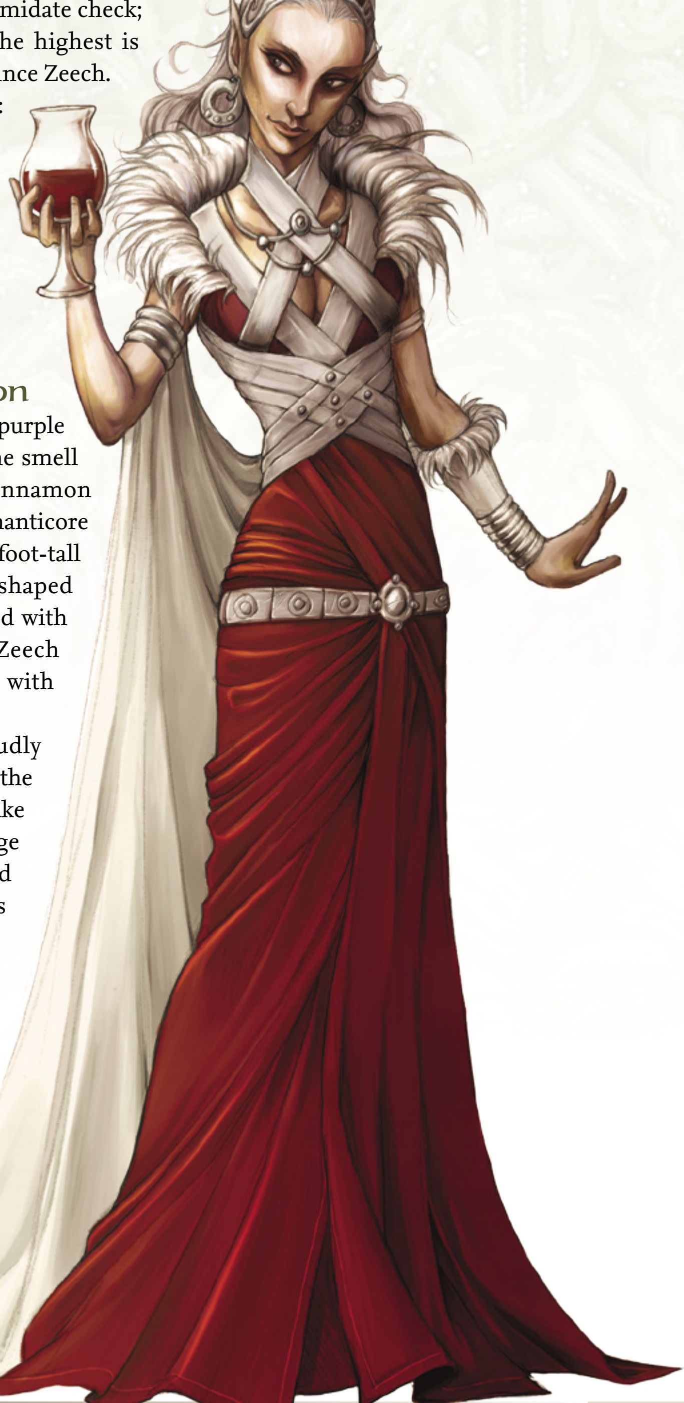
During this course, Kilraven tells stories of how he dispatched dozens of Reyhu orcs on behalf of the prince. Others join in (B'kruss in particular), and an impromptu bragging contest begins. Each NPC who takes part in the bragging contest must make an Intimidate check; the character who rolls the highest is declared the winner by Prince Zeech.

Authority Point Award: +1 Authority Point if one of the PCs takes the first taste of purple worm aspic. +1 Authority Point to the character who wins the bragging contest.

Fifth Course: Sweet Conclusion

Finally, as the last bowls of purple worm aspic are cleared, the smell of cloves, honey, and cinnamon wafts through as a single manticore enters with a nearly eight-foot-tall cake. The cake itself is shaped like a ziggurat but crowned with a marzipan figure of Zeech surrounded by light and with angel's wings.

Everyone applauds loudly as the cake is levered onto the table, but as they do, the cake begins to fall apart. Large rents appear on the side, and the marzipan Zeech begins to list. The cake is merely unbalancing, but the ironic symbolism is not lost on the guests. Suddenly, the marzipan Zeech topples, sliding down the side of the cake in an avalanche of delectible frosting to strike the table hard enough that the head snaps off and rolls across the table to land in someone's lap. If one of the PCs has managed to particularly annoy Zeech, the head should end up in his lap—otherwise it should land on a randomly-determined PC. The irony causes a few stifled chuckles and giggles, but for the most part the guests do an admirable job covering their mirth. Each PC must make a Bluff check



Lashonna

opposed by Zeech's Sense Motive check to hide their reactions.

The hate in Zeech's eyes is palpable, but just before he orders the execution of his entire cooking staff, the Fabler steps in to save the day by making light of the fall, observing that "the cake is not made of stone and iron, and that he'll eat it all if no one else will." The joke goes over well and gives the guests something to laugh at other than the obvious irony, and while everyone of course eats the cake, Zeech does so in brooding silence. Alternately, a PC can save the situation before the Fabler by making a joke of his own with a DC 20 Perform (comedy) check.

Authority Point Award: +1 Authority Point if one of the PCs manages to save the situation before the Fabler resorts to his joke.

Ad-Hoc Experience Award: If the PCs make it all the way to the end of the feast without causing its premature end, award them a story award in experience points as if they had defeated a CR 20 creature in combat. Not all battles in the Age of Worms are won with steel and spell…

CONCLUDING THE ADVENTURE

With the conclusion of the great feast, the Fabler calls for the dance of the dead, the traditional Alhaster close to important ceremonies. Typically, dancers dressed as the dead founding fathers of the city perform the dance, but this time the Fabler commands his skeletal minions to do the duty. As some of the help quickly and efficiently clear the table the Fabler leads the guests into the palace ballroom. He asks for any other characters who displayed talent with musical instruments or song to join him and several other members of the staff as a strange, slightly off-key but nonetheless exuberant song strikes up.

Use this dance to conclude events—partners are switched and changed and the time for plain talking comes under the covering noise of the musicians. Zeech, still angry at the failure of the fifth course, does not take part, and instead watches silently from a throne. This dance can go on as long as you wish—it's the perfect opportunity for the PCs to interact with any of the other NPCs they wish to talk to, although at this point Zeech himself has little interest in chit-chat.

Eventually, Prince Zeech has had enough and leaves in silence—applauded (of course) by his fellow guests as he makes his way to his quarters. The guests are led back to the carriages and taken back to their lodgings.

At some point before the party breaks up, Lashonna agrees to meet the PCs again in a few nights' time—they have piqued her interest with their antics at the feast and she agrees to answer their questions. If the PCs ask her about Balakarde, the Age of Worms, or similar topics she simply nods and warns them, "Save the questions for later. There are too many ears in this place." The interview with Lashonna is detailed in the next adventure, "The Library of Last Resort."

Make sure to keep track of how many Authority Points the PCs earn—these totals will become quite important once the final adventure, "Dawn of a New Age," begins.

"To the dear folk of the DUNGEON *message boards: please let Richard know if you like his adventure, as he has been up a tree at home since he wrote it and has refused to come back down. He must be getting cold by now." —Alison Pett*

APPENDIX

Acidwraith

The foul, toxic liquid bubbles and surges to noxious life, sliding up onto itself and quickly filling out into the form of a lumbering, draconic beast. The thing's body is semi-translucent and gelatinous, and streamers of acid drip from its flanks to sizzle on the ground—some of these strands writhe and crack like whips. Its long neck ends in a disturbing tangle of skulls, some human, some draconic, and some something in between.

ACIDWRAITH **CR 16**
Large undead (incorporeal, water)
Init +14; **Senses** darkvision 60 ft.; Listen +26, Spot +26
Aura corrupting aura (10 ft., DC 26)
Languages Aquan, Common

AC 26, touch 26, flat-footed 16; Dodge, Mobility
hp 143 (22 HD); fast healing 15
Immune acid, electricity, sonic; undead traits
Resist fire 20; **SR** 28
Fort +7, **Ref** +17, **Will** +14
Weakness liquid dependency

Spd fly 60 ft. (perfect)
Melee bite +20 (4d6+10 plus 2d6 acid) and 4 tendrils +15 touch (2d6 acid)
Space 10 ft.; **Reach** 10 ft.
Base Atk +11; **Grp** —
Atk Options Combat Expertise, Spring Attack, Whirlwind Attack
Special Attacks breath weapon

Abilities Str —, Dex 30, Con —, Int 15, Wis 12, Cha 25
SQ acidic body
Feats Ability Focus (breath weapon), Combat Expertise, Combat Reflexes, Dodge, Improved Initiative, Mobility, Spring Attack, Whirlwind Attack
Skills Craft (alchemy) +27, Hide +31, Knowledge (arcana) +27, Listen +26, Spot +26, Tumble +35

Environment aquatic
Organization solitary
Treasure standard
Advancement 23–30 HD (Large), 31–66 HD (Huge)

The acidwraith, at this point in time, is a unique undead creature. This creature manifested when the soul of a marid genie merged with a specific combination of acids and magical alchemical fluids associated with dragons are mixed together. In many ways, the genie's ghost has possessed this dangerous combination of chemicals, yet it is not technically a ghost. The creature's head is the only really solid part of its body, a collection of skulls that shift between the draconic and the humanoid. These skulls are real bone manifested by the acidwraith's presence; they constantly reform and rebuild as the thing's acidic body eats them away.

The acidwraith itself is incorporeal, yet much of is body consists of acidic, poisonous fluid. Close inspection reveals that the fluid constantly runs out of its body only to be reabsorbed from sur-

Scaling the Adventure

"The Prince of Redhand" is designed for a group of four 15th-level PCs, but with a little work it can be adapted for use by 13th–14th-level characters or 16th–17th-level characters. For all of the NPCs at Zeech's palace, adjust their skill bonuses by a number equal to the amount by which the party's average level deviates by 15. Don't forget to modify the amount of treasure found in the adventure appropriately. Specific changes to the adventure include:

13th–14th-level PCs: Reduce the Overgod's Hit Dice by 2–4. Remove one of the black dragons from Chapter Three. Make the acidwraith a corporeal undead creature.

16th–17th-level PCs: Advance the hangman golem's Hit Dice by 3–6, and the Overgod's Hit Dice by 2–4. Add 1–2 more black dragons to Chapter Three. Advance the acidwraith's Hit Dice by 3–6.

rounding liquid. An acidwraith deprived of a constant source of liquid quickly grows powerless.

Like all incorporeal creatures, an acidwraith can pass through solid objects. When it does so, its bony skulls and acidic body slough to the floor. As soon as the acidwraith emerges, its acidic body and skulls reform, as long as the creature is in a watery area.

The acidwraith is quite intelligent, and its skill at alchemy is prodigious. Given resources and time, this creature could easily create many more similar manifestations of undead elementals bonded with the acidic leavings of black dragons.

An acidwraith is the size of a large horse. Its liquid body weighs about 1,500 pounds.

Combat

In combat, an acidwraith attacks with a bite from its skulls and up to four whiplike strikes with filaments of acid drawn from its own body. Strikes from its bite deal physical damage, and it uses its Charisma instead of its Strength to modify the damage inflicted. Its whip tendrils deal no physical damage, but all of its attacks inflict acid damage on a successful hit—it's tendril strikes need only make a touch attack do inflict damage as a result.

Acidic Body (Ex): Anyone striking an acidwraith with a natural attack or unarmed strike takes 2d6 points of acid damage. Likewise, any weapon that strikes an acidwraith takes 2d6 points of acid damage each time it hits.

Breath Weapon (Su): Once every 1d4 rounds, an acidwraith can exhale a 30-foot-long cone of burning, noxious vapor. The cloud of vapor is acidic and poisonous. Creatures in the area of effect take 12d6 acid damage (Reflex DC 30 half) and must make a DC 30 Fortitude save to avoid taking 1d6 points of Strength damage. One minute later, these creatures must make a second DC 28 Fortitude save to avoid taking 2d6 points of Strength damage. The save DCs are Charisma-based.

Corrupting Aura (Su): All water within 10 feet of an acidwraith is quickly converted into acid. In a large body of water, this merely surrounds the acidwraith with diluted acid that inflicts 1d6 points of acid damage per round to anything within the area. Creatures with the water subtype who are within 10 feet of an acidwraith take 6d6 acid damage per round as their bodies are eaten away. Magic water (and non-water liquid such as blood and potions) is not affected by an acidwraith's corrupting aura.

Liquid Dependency (Ex): An acidwraith must remain in contact with a body of liquid at least as large as its space. Each round it is not in contact with liquid, it suffers 2d6 points of damage. An acidwraith loses its fast healing when not in contact with a body of liquid.

Joachim Barrum

THE PRINCE OF REDHAND

by Richard Pett

Prince Zeech, the ruler of the town of Alhaster and lord of the domain of Redhand, is throwing a party. Bandits, slavers, pirates, and worse have been invited, along with a mysterious woman who holds the key to the coming apocalypse. An Age of Worms Adventure Path scenario for 15th-level characters.

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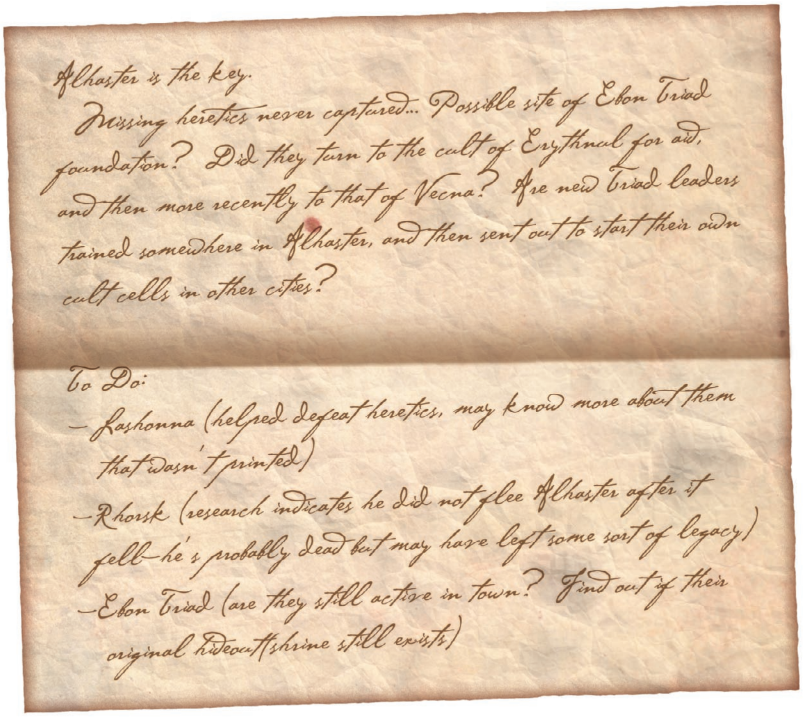


Alhaster is the key.

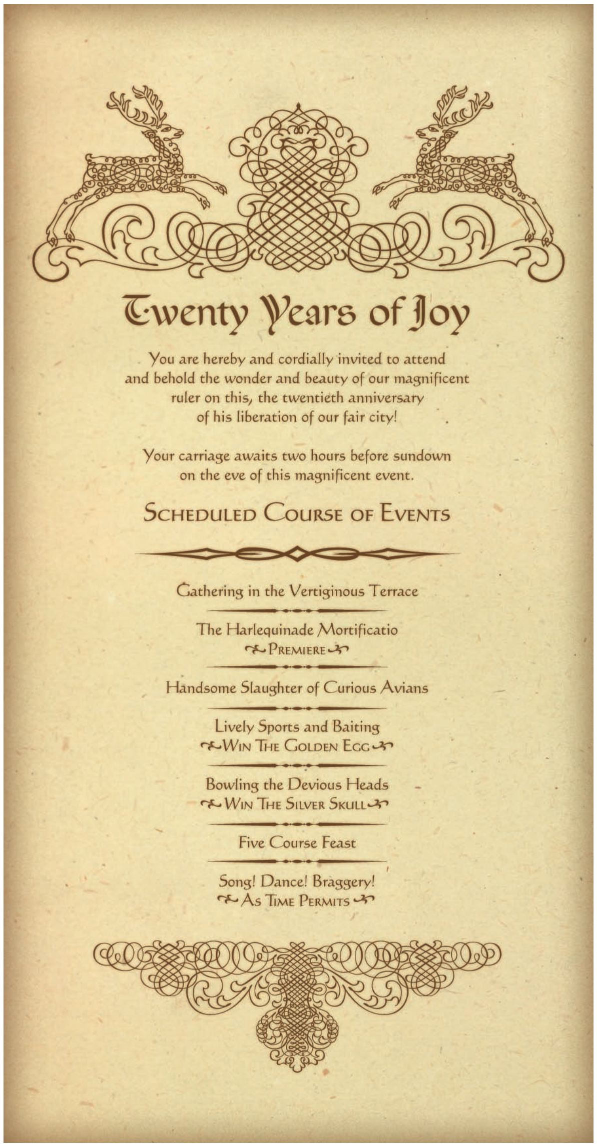
Missing heretics never captured... Possible site of Ebon Triad foundation? Did they turn to the cult of Erythnul for aid, and then more recently to that of Vecna? Are new Triad leaders trained somewhere in Alhaster, and then sent out to start their own cult cells in other cities?

To Do:

– Lashonna (helped defeat heretics, may know more about them that wasn't printed)

–Rhorsk (research indicates he did not flee Alhaster after it fell—he's probably dead but may have left some sort of legacy)

–Ebon Triad (are they still active in town? Find out if their original hideout/shrine still exists)



Twenty Years of Joy

You are hereby and cordially invited to attend
and behold the wonder and beauty of our magnificent
ruler on this, the twentieth anniversary
of his liberation of our fair city!

Your carriage awaits two hours before sundown
on the eve of this magnificent event.

SCHEDULED COURSE OF EVENTS

Gathering in the Vertiginous Terrace

The Harlequinade Mortificatio
PREMIERE

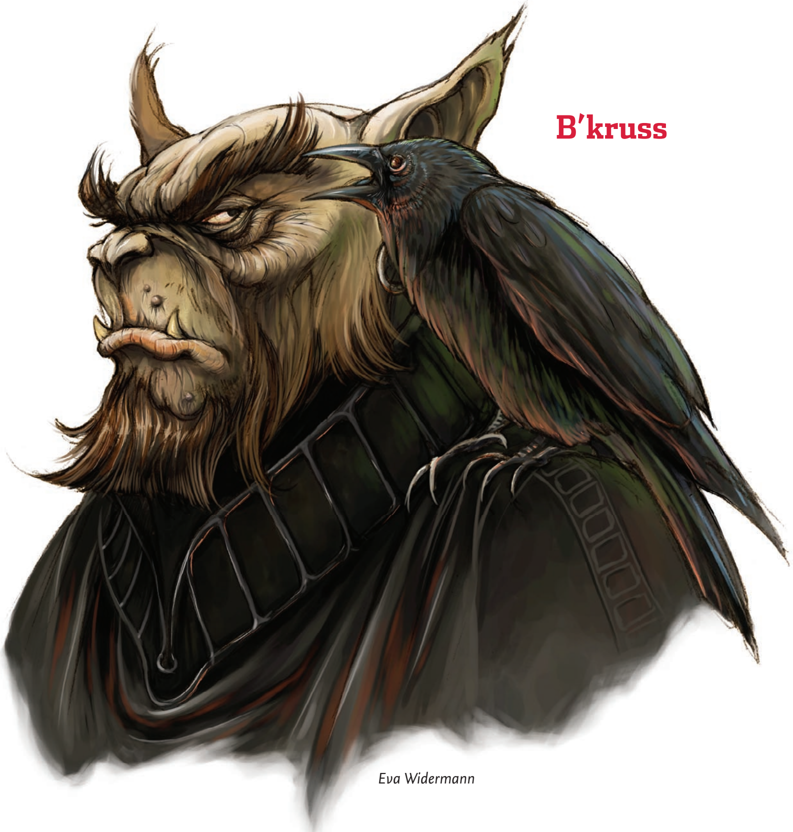
Handsome Slaughter of Curious Avians

Lively Sports and Baiting
WIN THE GOLDEN EGG

Bowling the Devious Heads
WIN THE SILVER SKULL

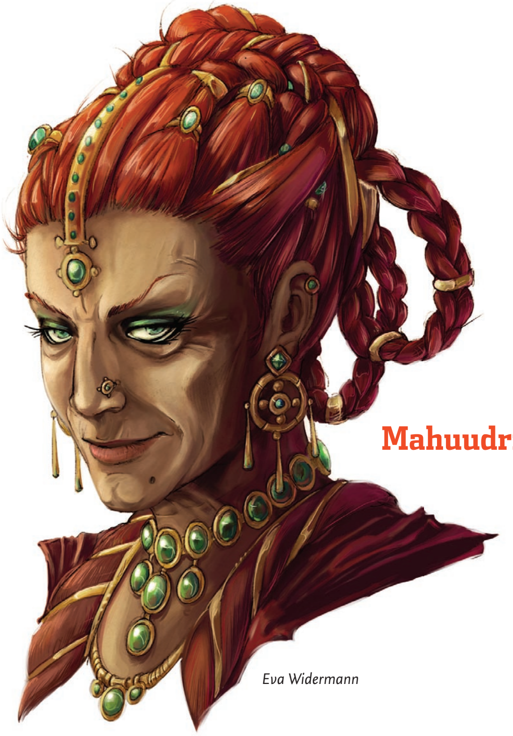
Five Course Feast

Song! Dance! Braggery!
AS TIME PERMITS



B'kruss

Eva Widermann



Mahuudril

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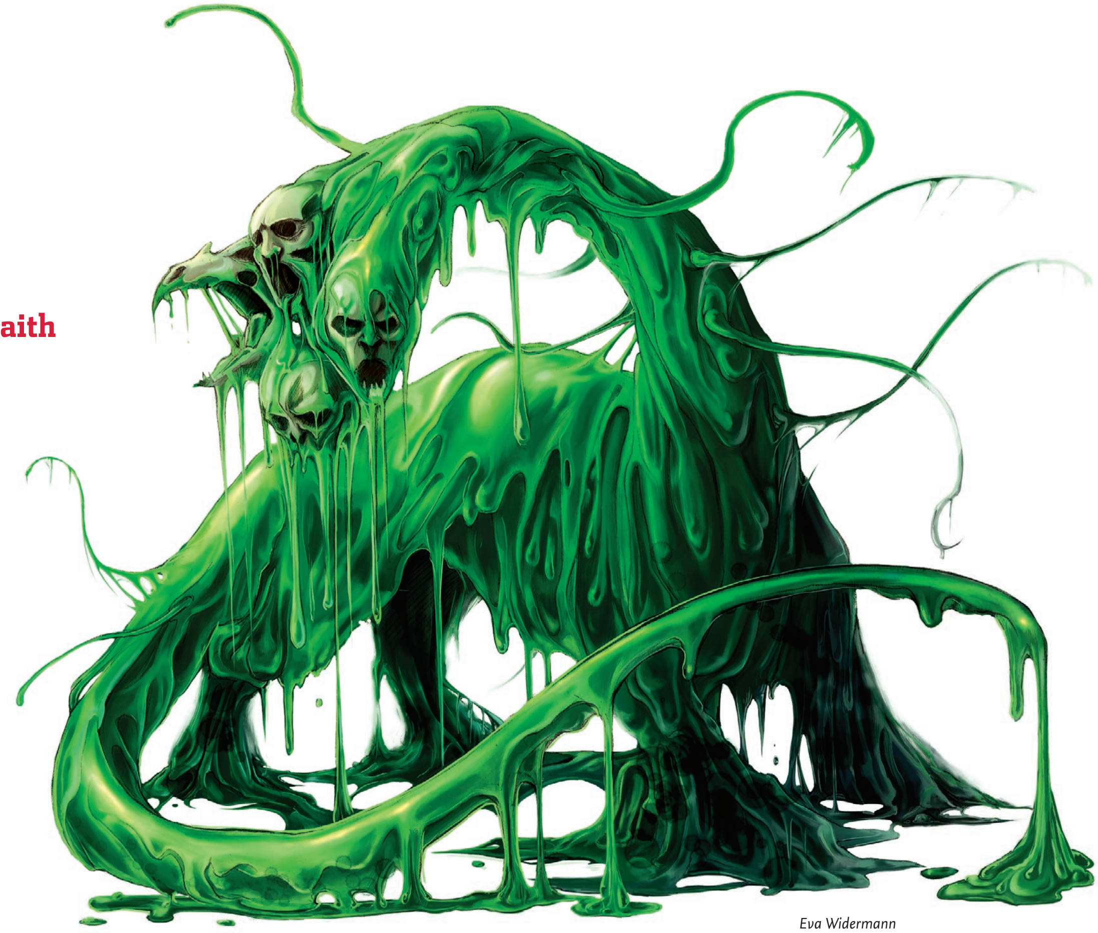
Acidwraith



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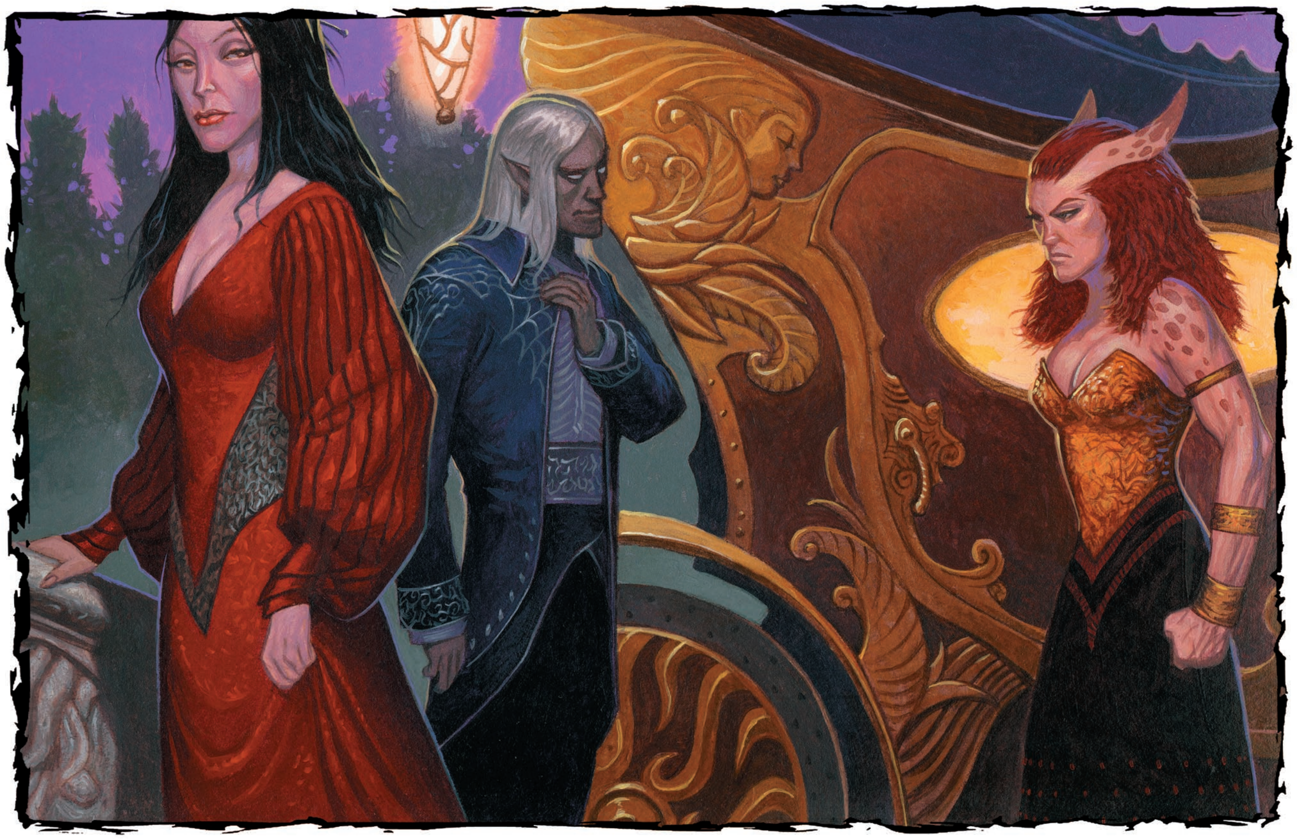

Steve Prescott

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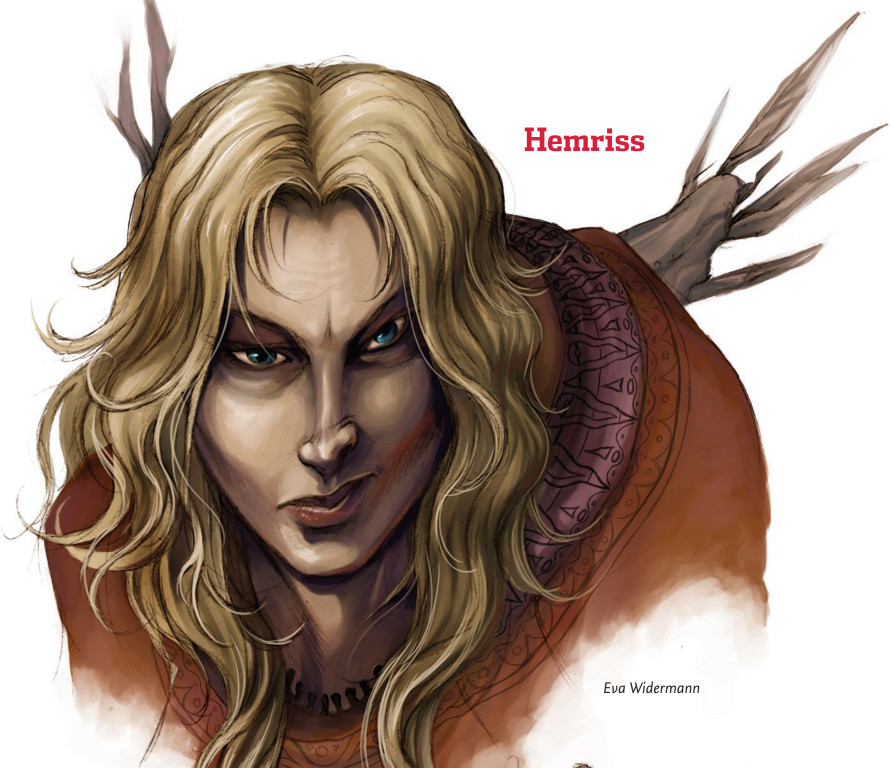
Hemriss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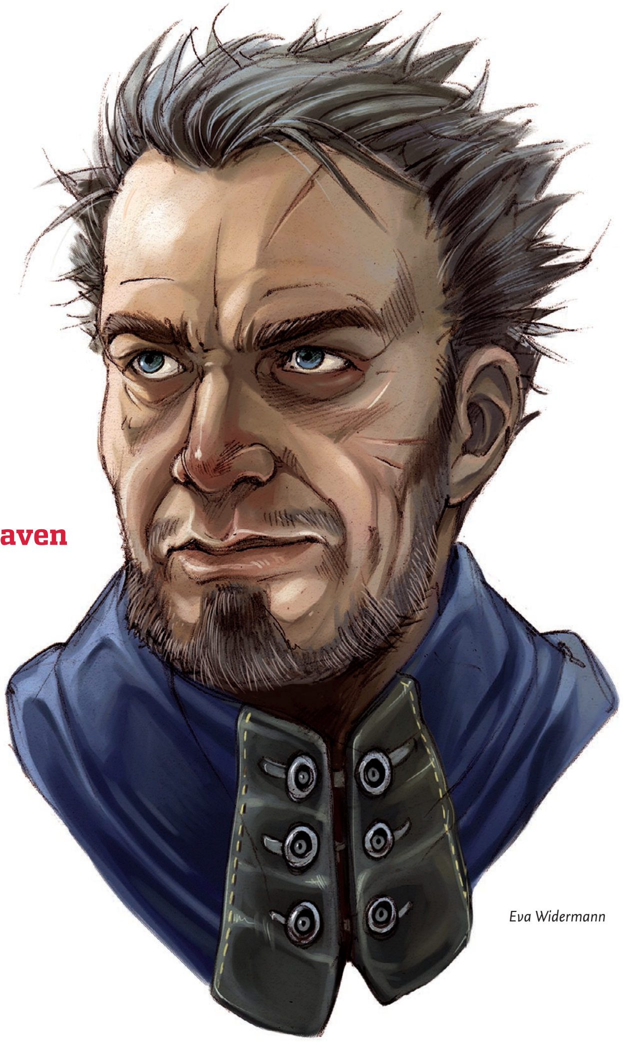
Kilraven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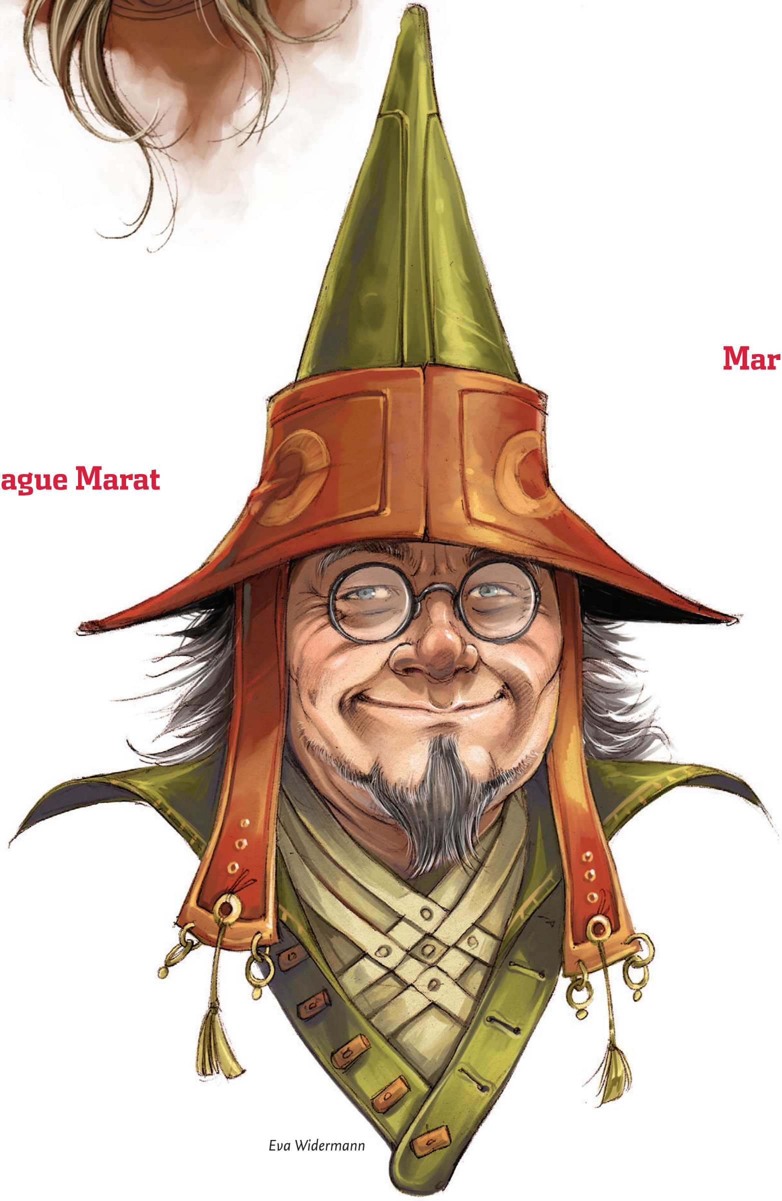
Montague Marat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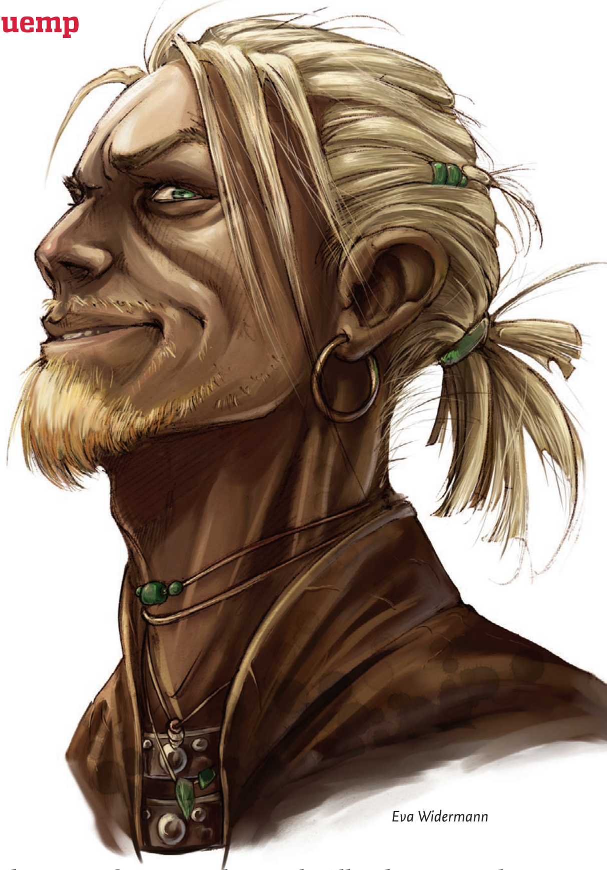
Mariss Quemp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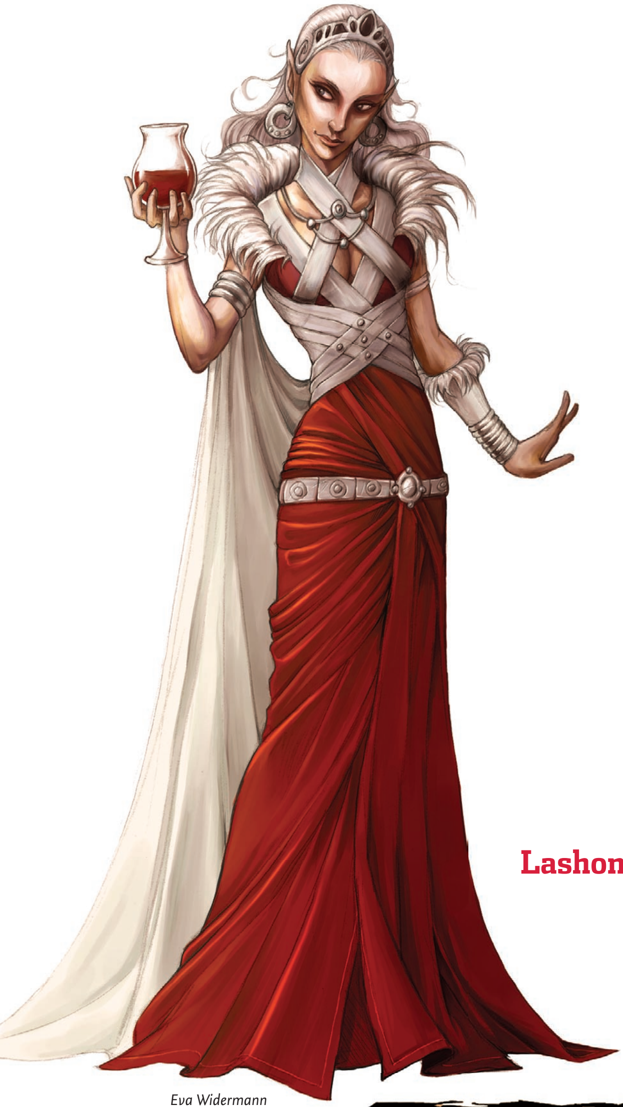
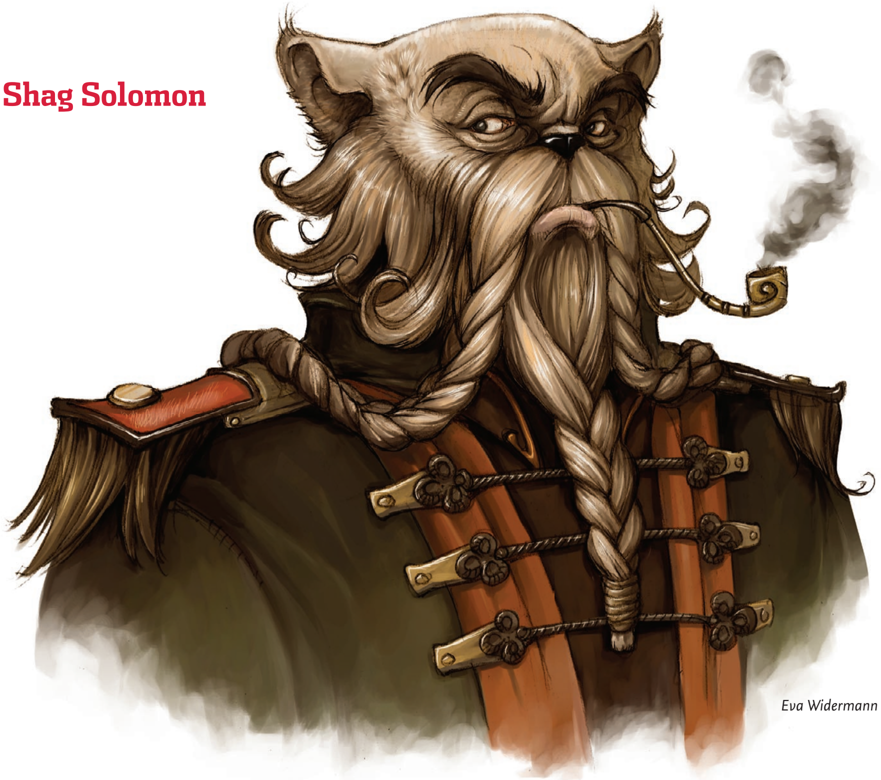


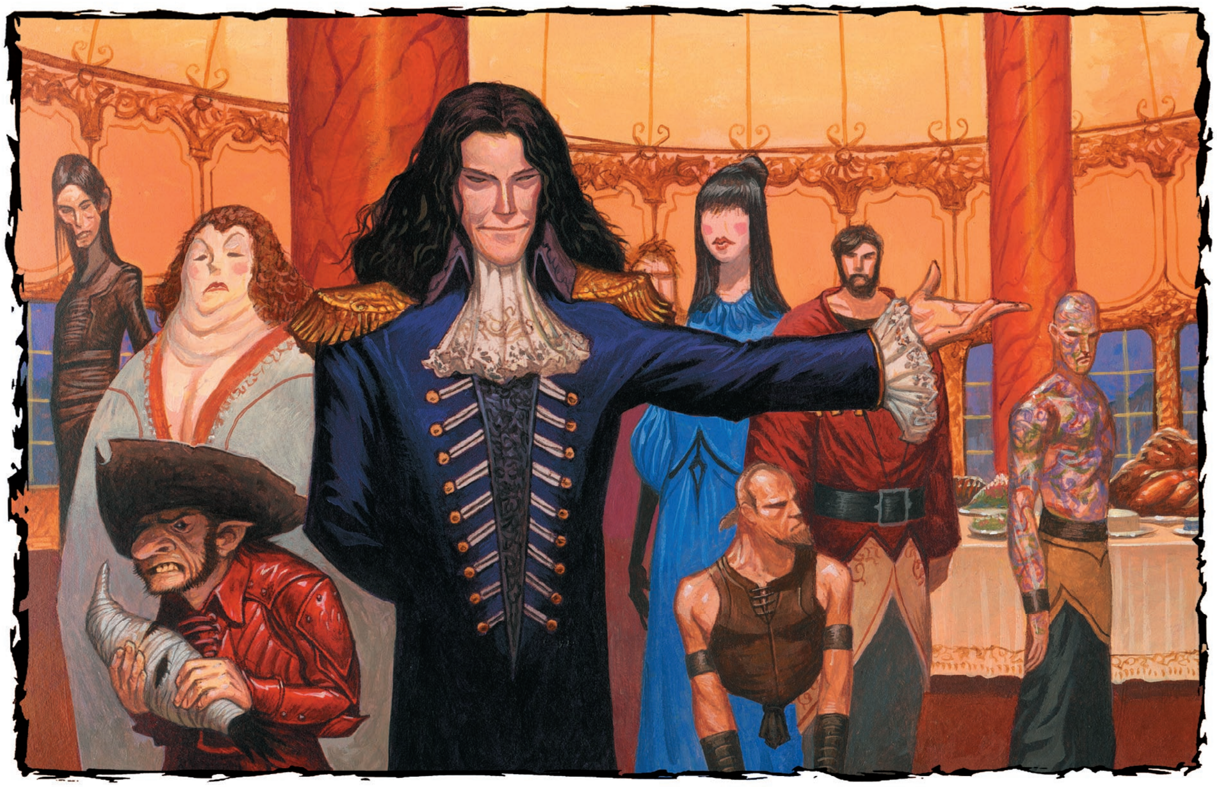
Lashonna

Eva Widermann



Shag Solomon

Eva Widermann



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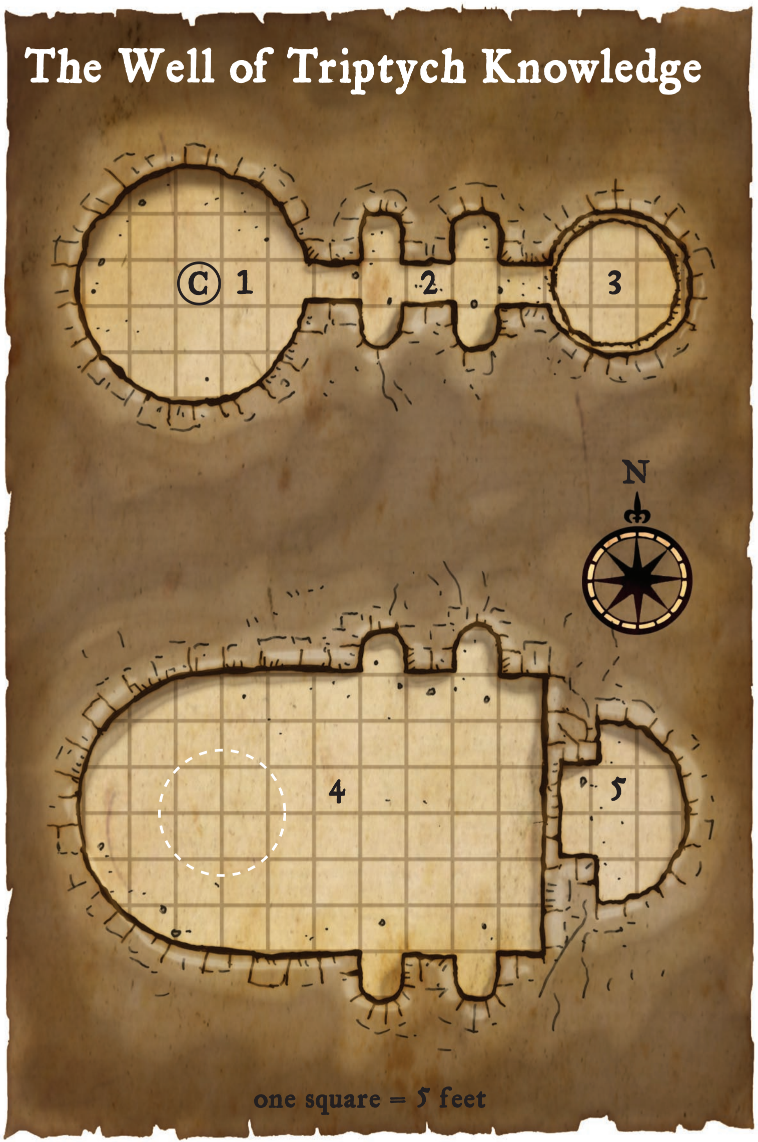
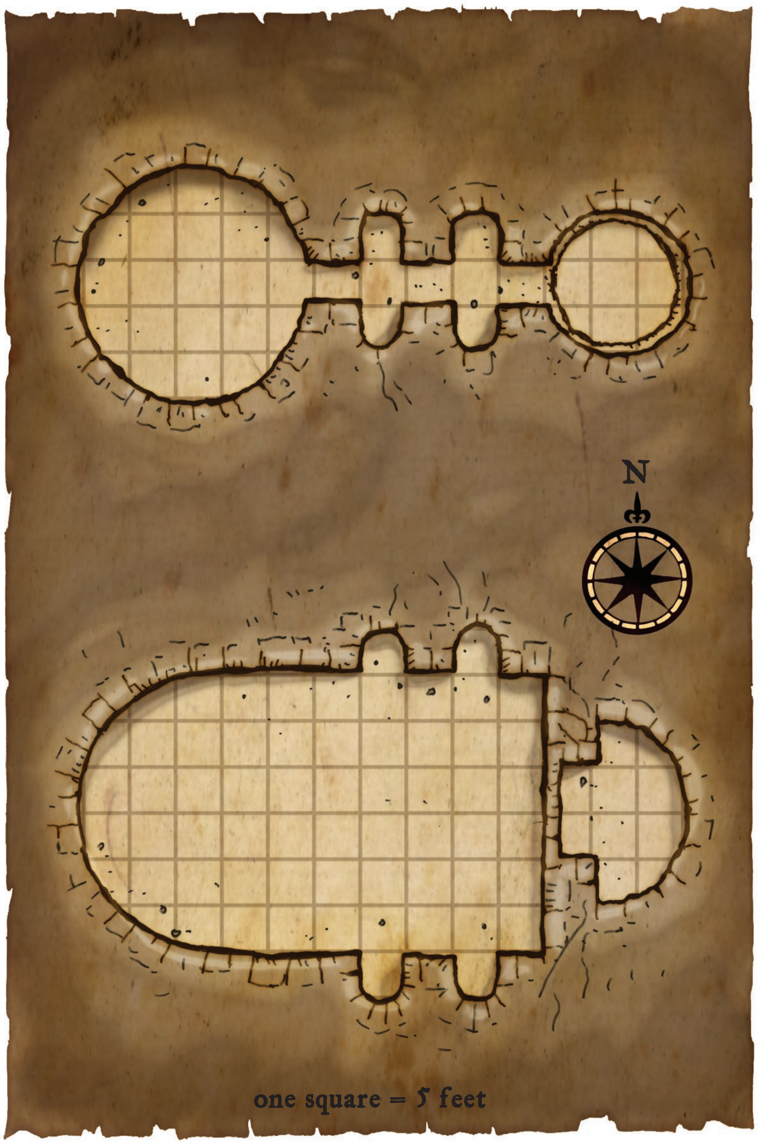

The Well of Triptych Knowledge
C
1
2
3
N
4
5
one square = 5 feet

Robert Lazzaretti


N
one square = 5 feet

Robert Lazzaretti

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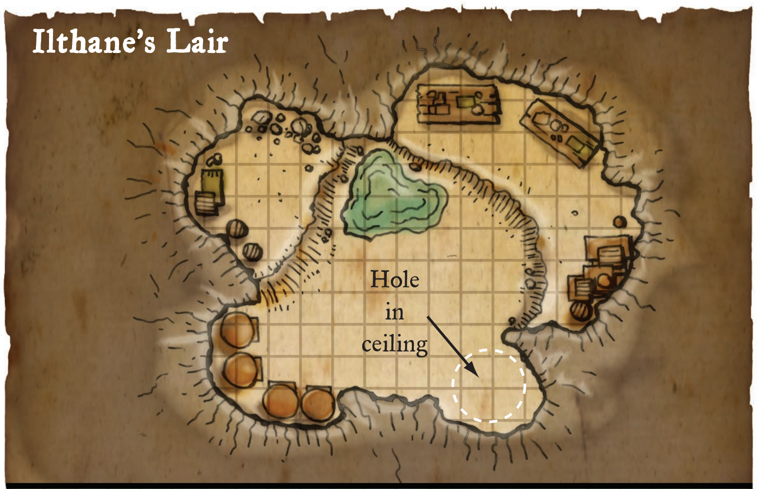
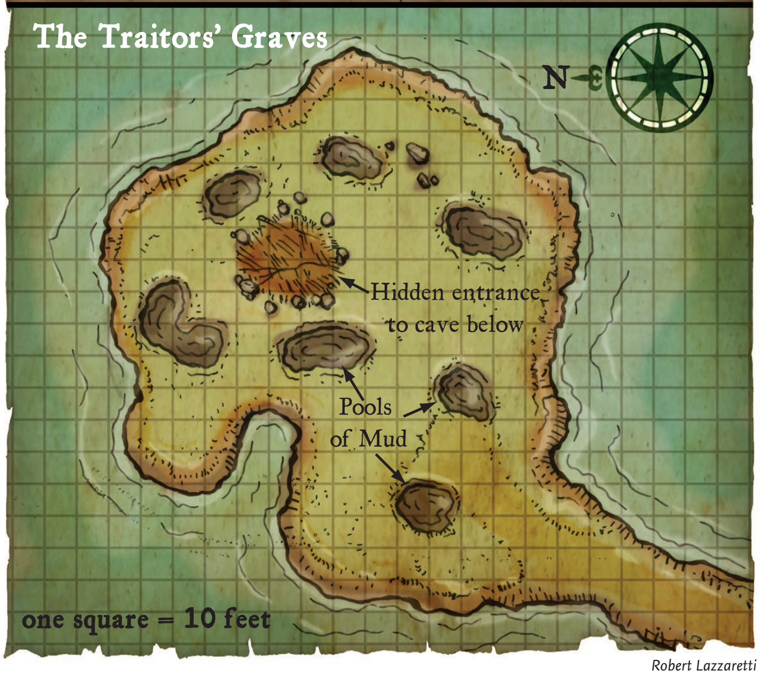
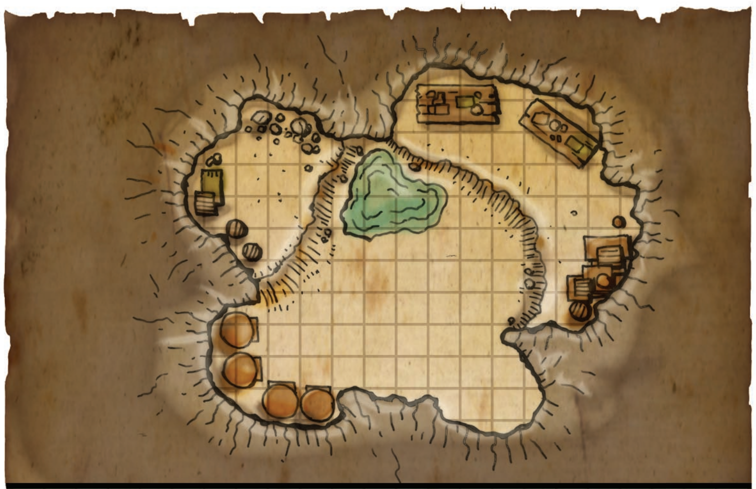
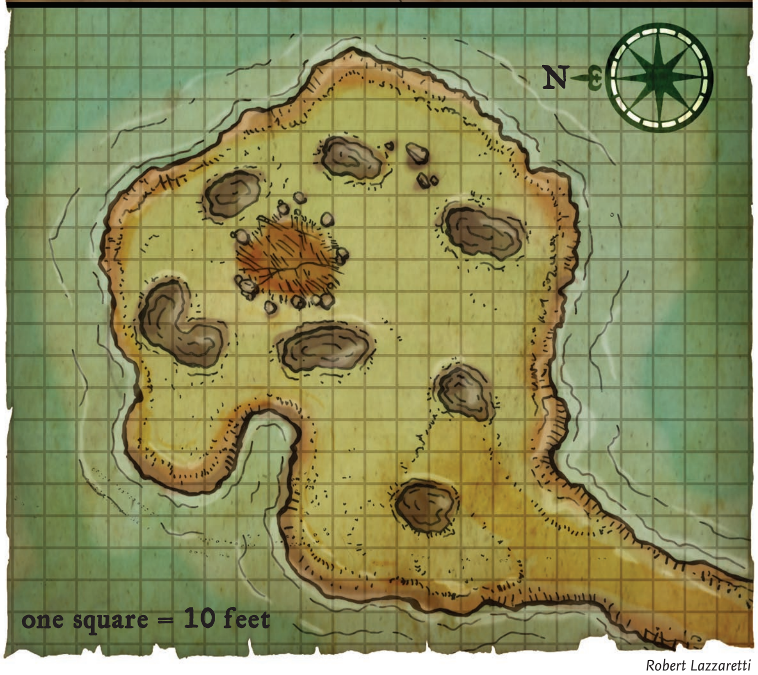

Ilthane's Lair
Hole in ceiling


The Traitors' Graves
N
Hidden entrance to cave below
Pools of Mud
one square = 10 feet

Robert Lazzaretti




N
one square = 10 feet

Robert Lazzaretti

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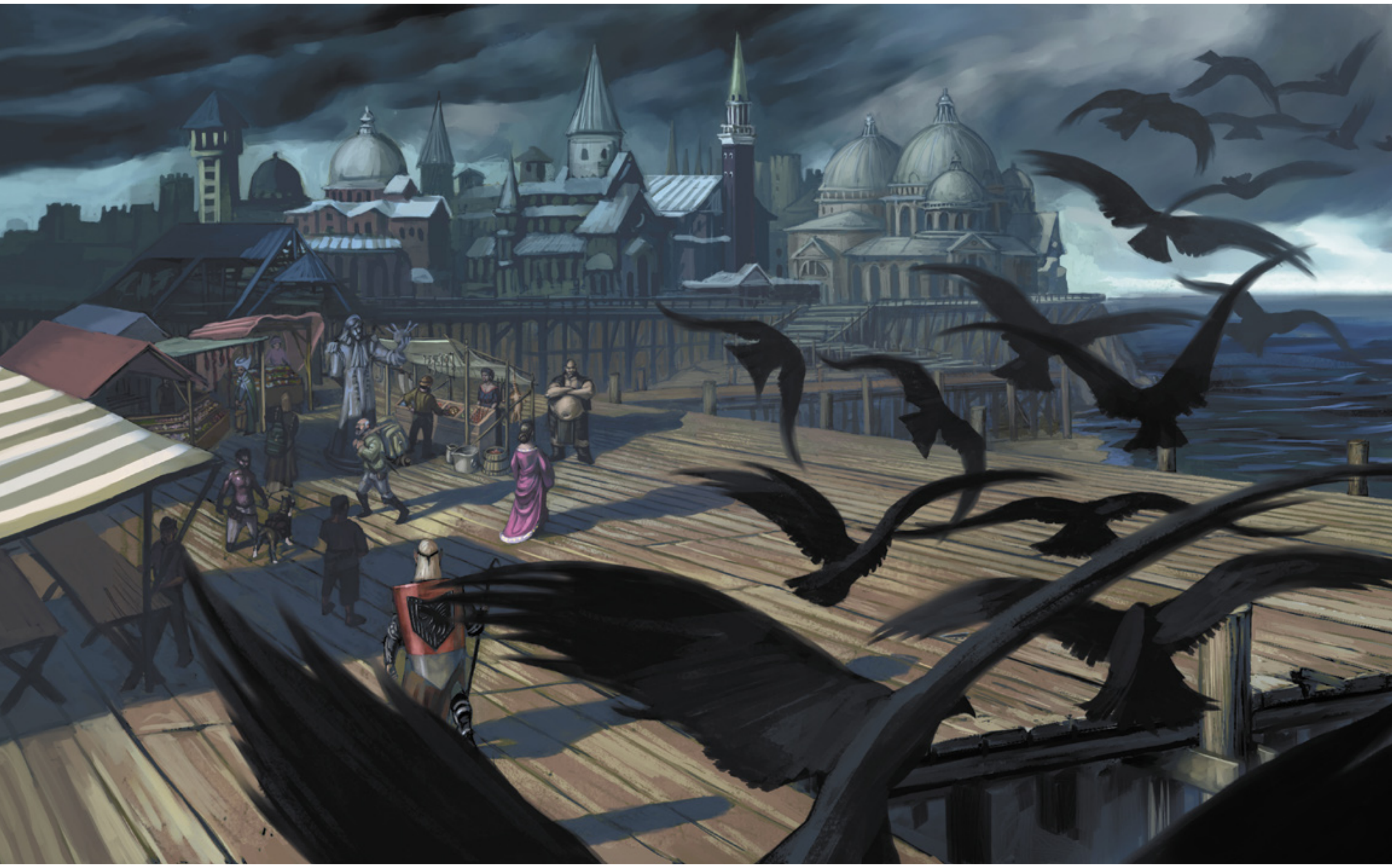
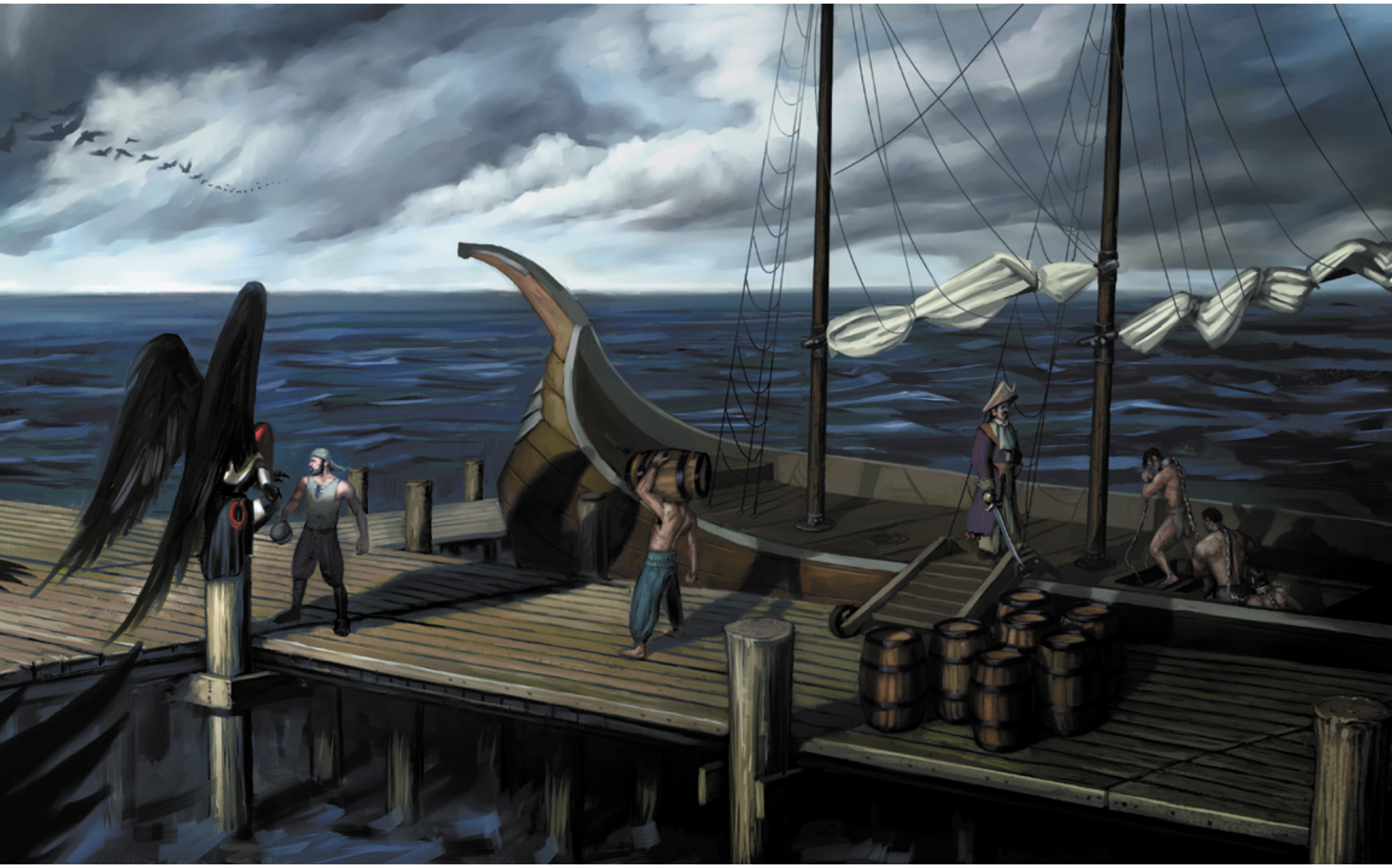


Alhaster

BY RICHARD PETT
BY ERIC DESCHAMPS, CHAD DULAC AND UDON STUDIOS WITH HERBERT KWAN AND KEVIN YAN
BY ROBERT LAZZARETTI



The rugged northern shore of the Lake of Unknown Depths rises from icy cold waters. Merchant ships once sped between busy ports along the coastline, yet now the domains of the Shield Lands lie in ruins, their people scattered by the fiend-armies of Iuz. Here and there, the skeletons of towns and cities perch atop seaside cliffs or fester along dark rivers, now populated only by those desperate souls lucky enough to escape being captured (or worse) by the horde of orcs and demons that serve Iuz. Meanwhile, the slaves taken by the invading orcs, necromancers, and demons use the ruined cities as staging grounds for shipments of grains and goods back to the Old One.

Far to the east, however, the empty roads and rotting cities finally give way. Here stands a huge settlement—a vast town perched upon a rocky outcropping. The town curls around a natural harbor that shelters numerous ships, from proud sailing vessels to small rickety fishing sloops. Buildings have been crammed onto the rocky promontory with such congestion that they almost seem afraid of the gray, featureless lands beyond—rotting hills of brown and black and gray stones and vast muddy tidal flats pocked with collapsed structures and stunted trees. The town itself is a montage of different architectural styles, designs, and cultures. Black towers rise ominously along the walls and cliffs surrounding the town, while intimidating golden-domed temples and pagodas cast shadows upon huge wood and stone manor houses that reach cathedral height. Interspersed with these are endless rows of hovels made from bits of timber, barrels, sides of boats, and rubbish. The shanties spread at the feet of the town, like flotsam washed up at the seashore.

For many years two structures have dominated Alhaster's skyline. In the center of town rises the ominous Cathedral of Hextor, while on the highest cliffside stands Zeech's Palace. A mongrel display of different styles and tastes, the palace is surrounded by gardens and perches precariously upon the cliffside.

Today, the palace is dwarfed by a new construction. A massive ziggurat of red stone nears completion in the southwest section of town, where numerous villas and buildings have been razed to make room for its prodigious construction.

And above the town circle crows—thousands upon thousands of them—like black storm clouds. The town sprawled below is Alhaster, and it is here that the Age of Worms shall begin.

Alhaster in Brief

Alhaster is a house divided—the rich areas feature stone buildings, some of which are of considerable age. They rub gables with huge timber temples and manors. These streets are regularly patrolled and kept immaculately clean by an army of gray-clad workers (who themselves are not encouraged to talk to visitors). Although Alhaster's patron deity is Hextor, Prince Zeech tolerates other religions here in the interest of commerce, including those who worship Heironeous (provided they show proper deference and don't cause trouble).

In stark contrast to the western third of the town is the true misery of Alhaster, hovels of flotsam and rubbish crammed together in tangled heaps, each using the other hovel for support as much as the soggy ground below. Despite the poor quality of its buildings and miserable state of its citizens, Low Alhaster is in many ways more important to the town's continued prosperity than High Alhaster, for it is here that the corrupt merchants and pirates rule. Alhaster is the only port in the Bandit Kingdoms. Much of the trade that passes through the town would be illegal in more lawful climates, but here, the law is less concerned with morality than it is with maintaining the status-quo. As long as the Bandit Kingdoms in the interior need imported drugs, food, slaves, and weaponry, Alhaster will continue to prosper.

Alhaster (Large Town): Conventional; AL LE; Population 4,700; 3,000 gp limit*; Assets 705,000 gp; Mixed (80% human, 8% half-orc, 4% hobgoblin, 4% halfling, 4% other races).

Authority Figure: Prince Zeech (LE male human paladin 8/blackguard 8).

*Although the standard 3,000 gp limit applies to most locations in Alhaster, the prevalence of smuggling and piracy in the town raises this limit by a fair amount in some locations.

Alhaster's Rulers

Alhaster's current ruler is a fallen paladin styling himself Prince Zeech. His twenty-year rule (the "Days of Joy," as he likes to refer to them) has been a stain on the history of a land already steeped in conflict, wars, and petty lords. Zeech is a tall, thin man with pale skin and long dark hair. He dresses flamboyantly in silks and gowns and has an effeminate air about him. His voice is quiet and considered until his ire is raised, at which point his rage is a match for the worst barbarian's. His cruelty is legendary, and many of his subjects have been executed for nothing more than an inappropriate glance.

Over the twenty years of his rule, Zeech has distanced himself from those who helped him to his throne—allies he never trusted or liked and friends he felt himself far above. Today, Zeech is a tyrant of the worst kind, a despot who believes that he has the greater good at heart. He feels that his rule is just but firm, yet at the same time, he finds it difficult to resist the temptations of decadence and vice. Some part of Zeech's mind realizes Alhaster is drowning in its own sins, but the rest of him revels in his power. His latest project exemplifies his madness. On his orders, a large section of town has been razed. Those who had the misfortune to have homes there have relocated to other locations in the town. A lucky few had some of their costs subsidized by the prince, but most of these displaced citizens were forced to fend for themselves.

In the cleared area, Zeech began construction of the Great Project, an immense ziggurat that he hopes will ensure his entrance to paradise. He first saw this structure in his dreams—a great tower rising into the heart of a storm, but soon these dreams began to come to him while awake. In time, these visions convinced him that he was the son of Hextor, and that his entrance into paradise at Hextor's side depended on the construction of the ziggurat.

Alas, Zeech's visions and dreams are more than mere fancy, they are false whispers from a highly dangerous and manipulative agent of Kyuss named Lashonna. Like Zeech, Lashonna was formally a paragon of virtue, a mighty silver dragon who once fought with a band of hermetic druids based in the Rift Canyon. Lashonna was captured in a key battle by the great dracolich Dragotha and transformed into a vampire. She has since succumbed wholly to her evil nature but still nurtures a terrific hatred for her master, and plots to usurp his role as Kyuss' primary agent in the world. Today, Lashonna serves as the high priest of the Ebon Triad, yet for all her power she still rankles at being ranked below Dragotha in the church of Kyuss. If only there were a way to supplant him…

Lashonna spends most of her time in the form of an astonishingly beautiful elven woman with alabaster skin and long silver hair. She retains a powerful presence about her, and is quiet, calm, and penetrating in conversation. She has a strangely soothing voice and possesses an incredible knowledge of history. At times, this knowledge almost seems to be first hand.

Lashonna has been the true ruler of Redhand for centuries, and has quietly and secretly manipulated a long line of rulers. Zeech is merely the latest nknowing pawn. In Zeech, Lashonna has finally found a minion with the drive to see to the creation of the ziggurat needed to bring Kyuss back from the brink, yet the fallen paladin also possesses something that Lashonna greatly fears: a conscience. It may be suffocated deep below his effete and despotic exterior, yet it remains a weakness that the vampiric dragon hopes to keep suppressed, shackled by ambition and ideology.

For decades, Lashonna has also served as the unseen guiding hand of the Ebon Triad. She is a cruel and manipulative genius intent on calling Kyuss to her so she can become his bride, and in this plan, the Ebon Triad is nothing more than a tool. Her plans and goals are destined to involve the PCs themselves, as will be made clear in the last four installments in the Age of Worms Adventure Path.

Alhaster's Citizens

A strange atmosphere of joy permeates the citizenry of Alhaster for one pervasive reason: the average denizen of this oppressed town is petrified to appear otherwise. They know that the prince's agents are swift to quash any dissent or organized troublemakers. Citizens of Alhaster greet all strangers with forced smiles and greetings such as, "Joy to you this day, stranger!" or "A blessing upon you for visiting our humble land." You may wish to use this façade in varying degrees—be wary of the fact that some players will find the endless happiness hard to bear and may be tempted to lash out at inappropriate targets. Other players may enjoy being reminded of the despair that eats at Alhaster's heart.

The weather-beaten locals typically dress in cast-off clothing from the upper class sold by scroungers in the marketplace. Facial hair is common among men, whilst the women favor wearing their hair long. A typical commoner in Alhaster lives a hard life, barely makes enough to pay for food and board, and thanks his good fortunes every day he isn't robbed, beaten, or worse. This strange attitude spawns an ironically optimistic outlook.

For entertainment, the commonfolk of Alhaster visit the town's numerous taverns, the Alhaster Arena (area **17**), and Miomay's Playhouse (area **12**). Storytelling is a favorite pastime for those who cannot afford these pursuits. The heroes of the common folk are those who work by stealth or guile, since it's difficult for anyone who grows up in Alhaster to conceive of a direct physical confrontation resulting in anything less than imprisonment or public humiliation at the delicate hands of Zeech's secret police. One famous yarn called the "Wolfskinner's Story" tells the tale of a thief who lost his love to a wolf pack. The thief caught and skinned a wolf and wore its hide to join the pack, and in time he found himself alone on a wild moor with the pack leader, whom he slew. As the pack leader died, it disgorged the bodies of its innocent victims who then rose from death—one of whom was the thief's loveer, and the two lived happily ever after in the moorlands of Redhand.

The commonfolk use wild herbs gathered from the surrounding tidal flats to flavor their meat (they love pork when they can get it, but eel and rockfish are their staples), and use a lot of dumplings in their food as a cheap and efficient way to round out a meal. Most of the taverns brew a thick, herby rum which is mixed with hot water and butter to make a local brew called Grolg (which, if a little salty, is very palatable).

Prince Zeech is fond of throwing festivals, parades, and public displays of his wealth and power. Typically, two similar events occur at the same time. The actual event takes place in High Alhaster and is an invitation-only affair, while the bulk of the populace mirrors the festivities elsewhere, typically in the marketplace or the Alhaster Arena. Crimson and black prayer flags to Hextor cloak the streets during these festivals, fluttering in the wind. Commoners find themselves overcome with love for Zeech and stand crying out their praises to their ruler. Some are so overcome with false joy that they throw themselves off bridges or tall buildings. Others channel their desperation into more productive (but more dangerous) pursuits. Some of these souls risk the wrath of the town guard and the secret police by forming groups of puppeteers or players who act out satirical scenarios on street corners that depict the ruler of an evil empire being eaten alive by his own followers. Others run an underground movement called the Sinchasers, a group of organized radicals who produce a flyer called the *Sinchaser Report* on an irregular basis that reports the true atrocities of Prince Zeech. The Watchers and Blessed Angels do their best to gather and destroy the *Sinchaser Reports* as they surface, but they have never been able to capture all the copies. With each edition, more and more of Alhaster's commonfolk become secret collectors and converts. The Sinchasers are in fact the brainchild of a bard named Miomay, and the flyers themselves are produced in secret chambers below her playhouse (see area **12**).

Decades of war and toil have made the locals into a very capable group of smugglers, liars, and bluffers. Most of the citizens have Skill Focus (Bluff), a talent that serves one well in a town where the truth is rarely seen. The greatest example of this is the public love for Prince Zeech. Compliments to his greatness are common, often used as interjections in conversations. This false pride in their decadent leader is primarily a result of the omnipresent threat of the Blessed Angels (Alhaster's secret police, see area **31**), who are efficient at capturing, tormenting, and publicly executing rabble-rousers and traitors. The proud locals are different in private. Helpful locals tell stories of the slave camps known as the Glories, or of the madness of Prince Zeech and his pointless obsession with the Great Project (which has already cost hundreds of lives). It shouldn't take long for the PCs to realize that the majority of Alhaster's populace is comprised of diligent, proud, and hard-working souls who have been forced into their current state by fear and oppression. Open rebellion is not in the cards just yet (although the locals are proud, they are not armed or particularly brave), but they do help PCs whom they interpret as possible heroes. The adventure "The Prince of Redhand" outlines how the PCs can gain "Authority Points" for their actions in the town. The more Authority Points they gain, the greater their presence in Alhaster can become.

Alhaster Law

Alhaster is a town known to harbor pirates, bandits, thieves, and worse, yet the town itself is remarkably free of blatant crime. The low crime rate is one of the primary benefits that draw so many people to the town, since beyond its walls the rule is survival of the fittest. Of course, this is not to say that Alhaster is wholly without crime—far from it. The criminal element of the town is evident everywhere, with the open selling of slaves, dangerous drugs and magic, and smuggled goods. Yet since these pursuits are regulated and accepted, they can be pursued without the violence that they are associated with in more intolerant regions. Violent crimes still happen in Alhaster (usually at the expense of the poor), but they are quickly hushed up if word of such an event surfaces. It may come as a shock that there isn't a large, organized thieves' guild in Alhaster—such guilds have appeared in the past, but Zeech's agents have grown fairly good at stopping them from growing too large and powerful. In a way, most of the city itself is a massive thieves' guild, with Prince Zeech as guildmaster.

Visitors to Low Alhaster tend toward the rough, crude, and brutal, and they spawn most of the town's violent crimes. Fortunately for the town's citizens, these crimes are curtailed by the presence of the Watchers (mercenaries who serve as Alhaster's town guard, see area **30**) and the lurking menace of the Blessed Angels. Of course, these two agencies are used just as often by the prince as tools to bully the populace of Alhaster into complacency. Often, the threat of a visit from one of the Blessed Angels is all it takes to convince a desperate man to agree that the new taxes on his business are quite reasonable after all.

Patrols of Watchers are common sights on the town streets. These mercenary guards patrol in groups of four, and are the primary law enforcement in the town. A patrol typically takes 2d6+6 rounds to arrive at the scene of a disturbance once an alarm is raised. The Watchers have no authority to pass judgment, and are expected to haul anyone they arrest to the dungeons under the barracks (area **32**), although those who resist are typically beaten or even killed in the process of resisting arrest.

Blessed Angels are less common, but hardly a day passes without one winging through the skies above the town on some mission. These erinyes are not coy; they do not cloak their true forms in magic. Yet they are also quite ordered and well-behaved. They focus their attentions solely on special cases that the Watchers are not equipped to handle. If the PCs cause any trouble in Alhaster, the Blessed Angels are the ones most likely to respond.

Religion in Alhaster

Before the Shield Lands fell, Alhaster was renowned for its diversity of faith. Cathedrals to Hieroneous, Kord, St. Cuthbert, and Wee Jas formed the center of religion, surrounded by smaller shrines to numerous other deities. After Alhaster's fall and subsequent assimilation into the Bandit Kingdoms, things changed for the worse. Prince Zeech fancied himself the son of Hextor, and at his command the cathedral of Hieroneous was desanctified and transformed into a cathedral of Hextor. He installed a puppet priest on the pulpit, but keeps the actual power of the church relatively low so that he need not worry about competition in the eyes of the Scourge of Battle. On the surface, worship of Hextor seems to be the most prevalent, but in fact, most of the citizens of Alhaster pay him only lip service and either venerate other gods in private or have lost their faith altogether.

The other cathedrals have fallen on hard times as well. The cathedral of Kord is run-down and on the verge of collapse; only the constant work of its dwindling faithful keeps it upright. The church of Hextor tolerates them as a source of buffoonery, yet the hardliners hold out against the day that their numbers will be strong enough to usurp rule of the town. The priesthood of Wee Jas has changed the focus of their venerations from magic to vanity, and earns a tidy profit catering to the needs of the town's nobles. The cathedral of St. Cuthbert is now abandoned, and is known only as the Church of Blessed Deliverance; his worshipers are few in town today, although one of them, a half-mad woman named Furpotia, still openly practices her faith out of a hovel known as Sinner's Sanctum (area **10**).

Visitors who worship deities other than Hextor are generally not harassed by the Watchers, as long as they keep their worship quiet and out of the public eye. Those who attempt to spread their faith in public areas are quickly arrested and locked away in the dungeons below the garrison. Followers of Hieroneous are particularly despised by many of those in power, and those who display their faith can expect to be harassed by patrols of Watchers at every turn. As long as a visiting Hieroneoan resists the urge to crusade against the town guard and the church of Hextor, though, openly displaying his faith is not quite a great enough offense for arrest.

Alhaster Map Key

Alhaster can be roughly separated into two key districts: High Alhaster and Low Alhaster. Low Alhaster comprises the bulk of the town, and includes areas **1–18**. High Alhaster consists of the western third of the town and encompasses areas **19–39**. Areas **35–39**, the Shanties,

Redhand

Alhaster is the capital of the Bandit Kingdom province of Redhand. While the Age of Worms Adventure Path has little to do with other locations in Redhand, you can use these brief notes to expand your game if the PCs seek adventure beyond Alhaster's walls.

Redhand has been poisoned by battle and famine and bloodshed—gifts from years of warfare and betrayal. The endless cycle of hate has bled the province of its precious resources. The plains are now mostly infertile, rocky places filled with briars and the skeletons of ruined dreams and hopeless toil. Beneath the wearied land can be seen shadows of a dead kingdom—lines of once-fine roads, ruins of sprawling manors, outlines of mighty fortresses, all waiting for someone to breathe life into them again.

One primary road passes through Redhand, a remarkably well-maintained track that serves as an artery for trade between the port and the cities of the interior. Along this road, known locally as the Toilway, are located numerous villages known collectively as the Glories.

Little more than slave camps, each of the Glories has around 500 slave workers watched by a tribe of 50 hobgoblins. The Glories are timber stockades surrounding crude sod-thatched longhouses within which the slaves toil, and despite the terrible cruelty inflicted on them, they remain indomitable. Each camp either contains a quarry, or manufactures a crude sort of cement. Creating the substance requires huge kilns with grinding mills powered by human treadmills.

Day and night, numerous wagons drawn by ill-tempered oxen deliver stone from the Glories to Alhaster to ensure that the Great Project is completed on time. The wagons are occasionally attacked by tribes of orcs, common in the wilder northern section of Redhand. The neighboring bandit kingdom of Reyhu is filled to bursting with orcs—and they could become a serious problem for the future of Redhand.

and Eel Town lie outside of the town walls, but are still considered to be part of the town itself.

Southeast of the town sits an expansive tidal flat on which rows and rows of ramshackle houses have been built. This region is known as the Shanties. The roads that wind through this region are poorly-cobbled pathways that run along the tops of low ridges; during high tide, the areas between these roads (and under the buildings themselves, which rest on soggy wooden pilings) become churning tide pools. On the highest tides or during storms, the roads themselves are often submerged, and many of the lesser buildings wash away only to be replaced in the following months by new hovels. Those who dwell in the Shanties are the lowest of the low in Alhaster—neither the Watchers or the Blessed Angels pay much attention to this forgotten slum, making it an excellent place for PCs on the run from the law to hide out.

A second region outside of Alhaster's city walls resides to the north: Eel Town, a small collection of shops, fishermen's hovels, and shipyards. It is here that the majority of Alhaster's shipbuilding occurs.

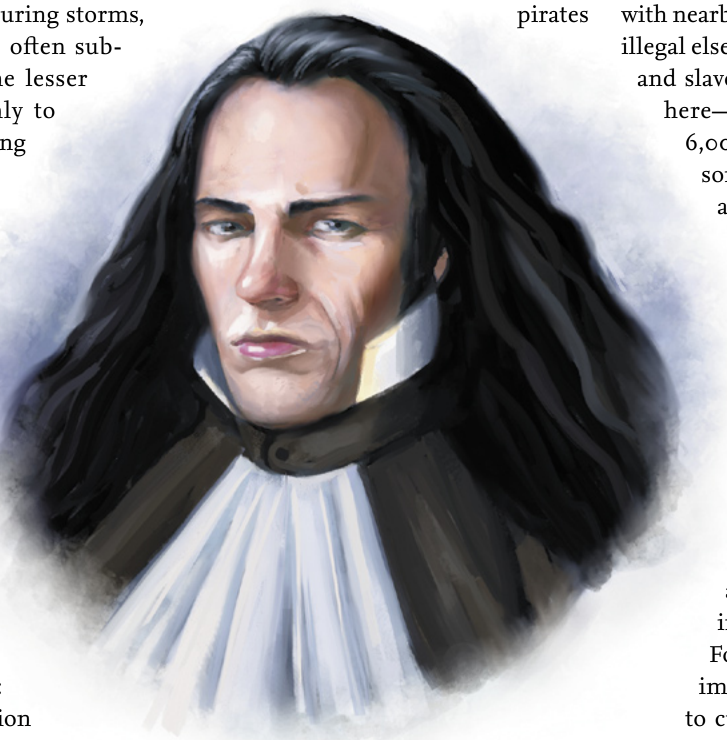
Statues of Prince Zeech typify all parts of the town. There are hundreds of them—Zeech shielding his eyes as he looks heroically to the east, Zeech astride a black charger killing a dragon with a lance, Zeech held aloft by an army of grateful workers—the poses are different for each statue, and each is kept in immaculate shape. Even the thousands of crows that infest the city seem to understand this and avoid the statues.

Finally, the cliffs below Alhaster are riddled with sea caves. Some of these caves wind up far enough to connect to the city's crude sewer system, forming a handy highway for the town's healthy smuggling ring.

The following short descriptions cover key locations found on the Alhaster poster map provided with this issue of *Dungeon*. Note that most buildings do not have numbers, and can easily stand in for any locations not listed in this Backdrop.

1. Watchtowers

The six watchtowers that surround Alhaster once served an important defense against pirates and bandits. Since Alhaster's fall, these one-time enemies have become many of the town's inhabitants and visitors. As a result, the watch towers have fallen into disrepair. Their ruined interiors are dangerously run-down, and are favorite places for vagabonds and squatters to take shelter.



Prince Zeech

2. Alhaster Market

This large marketplace throngs with activity from sunrise to well after sundown, as merchants, slavers, smugglers, thieves, prostitutes, pirates, and mercenaries gather. The market is also where most of Alhaster's citizens go to buy food, and many of them make meager livings as porters or shoppers for the nobles in town. Patrols of Watchers are constantly on the move through this waterfront market, and it's not unknown to see one of the Blessed Angels swoop down to confront individuals they suspect of fostering discontent.

Characters who visit the market between sunrise and midnight can find anything costing less than 3,000 gp for sale, usually at prices 10% lower than those listed in the core books as merchants cut their prices to compete with nearby stalls. Certain items that are illegal elsewhere (such as poison, drugs, and slaves) are more readily available here—the limit on such items is 6,000 gp. Characters seeking something more expensive can ask around among the dozens of black market agents who skulk in the marketplace—a DC 30 Gather Information check arranges a meeting with someone who can provide what the character is looking for. Items with a value of up to 100,000 gp can be purchased in this manner, although it takes 2d4 days for such items to arrive, since they must be imported from the Free City. For an additional 1,000 gp, the importer can use *teleport* spells to cut the delivery time down to 2d4 hours.

3. Angry Rifter Tavern

The Angry Rifter Tavern is the establishment of choice for visitors to Alhaster. The tavern's location near the main gate to the city ensures that it's one of the first places visitors stumble across, and since most of them are thirsty by the time they get to town, the Angry Rifter does a brisk business. The sign out front shows an enraged bandit rappelling down the side of the building's facade with a rope. Those who enter the loud, rambunctious tavern quickly recognize the bartender as the same man—this is **Telgrith Vanerath** (CN male human fighter 3/rogue 3), a retired bandit who made enough of a fortune in the Rift Canyon to the north to set up this tavern. Telgrith's aware of the fact that most of the locals avoid his establishment, but the business he does with visitors means he doesn't really care if Alhaster accepts him or not.

4. The Curious Owlbear

The smell surrounding this large butcher shop reveals its function far better than the sign hanging out front (which depicts an owlbear leaning through a hole in a wall to look out the other side, ignorant of the fact that above the hole hangs a guillotine blade). The thing that sets the Curious Owlbear apart from other butchers is the fact that its proprietor, an obese and disturbingly cheerful halfling named **Chosk Underpate** (LE male halfling expert 6), specializes in exotic meats. His offerings constantly change—one day he might have bulette steaks for sale, and the next he might be offering naga sausage or minotaur ribs. The locals still tell tales of the zombie banquet he orchestrated for Prince Zeech—a banquet in which three zombie centaurs served meat cut from their own delicately-seasoned bodies. Chosk takes requests for exotic meat, but usually requires several weeks to fill orders. A sign near his counter announces that he is constantly seeking new meat to purchase. Local adventurers occasionally provide him with cuts of meat butchered from monsters they've slain. Chosk only buys fresh meat (most adventurers use *gentle repose* spells to preserve their wares), and his prices vary wildly. For most common monsters, he pays only 50 gp, but for truly exotic creatures he's been known to pay 500 gp or more for a sample. Rumors that Chosk is a cannibal are rife in town. Chosk denies these rumors loudly, pointing out proudly that he's never tasted *halfling* flesh.

5. Ilsan's Fine Goods

Alhaster has few general goods stores, as most of the wares one might buy at such an establishment can typically be purchased in the Marketplace. This store, owned by **Ilsan Grekalan** (N male human expert 4) is the exception. Ilsan opened this store 30 years ago, before Alhaster joined the Bandit Kingdoms. The combination of his political ambivalence and the need for an established store in the early days of Zeech's rule resulted in this building being one of the few that was spared during the razing of Alhaster in those violent days.

6. Red Blades Merchant Consortium

The Red Blades were founded 18 years ago by a group of mercenaries who had grown tired of the danger and discomfort of the mercenary lifestyle. Originally intended to serve as a place for Alhaster's merchants to meet on common ground, the Consortium succumbed early to graft and corruption. Now, its members are made up of those who can either afford to pay the outrageous entrance fees or are already allied with current members. Those kept from joining find it difficult, if not impossible, to make a living in Alhaster as a merchant.

Recently, control of the Red Blades has been dominated by an elderly woman named Mahuudril. No one seems to know where she came from (she's certainly not a local), but her fabulous wealth combined with the fact that she seems to have blackmail material for half of Alhaster made her rise to power in the Consortium a swift and decisive process. She treats the Consortium and its resources as her personal funds, and as the other members come to realize that they've been regulated to little more than glorified house-servants, discontent has begun to spread.

In fact, **Mahuudril** (CE female avolakia sorcerer 14) is a wormlike monster known as an avolakia. Her kin dwell in the Wormcrawl Fissure, where they worship Kyuss and prepare for the Age of Worms—Mahuudril serves as a secret "ambassador" for the avolakia in Alhaster, and is one of the few denizens of the town that knows the truth about Lashonna's goals. Mahuudril plays a small role in "Prince of Redhand," but the PCs won't directly confront her until part eleven: "Into the Wormcrawl Fissure."

7. Alhaster Shipping Concern

Once the center of import and export activity in Alhaster, this building's name remains only at the idle, ironic whim of its new occupants. The Alhaster Shipping Concern is now a rough, rowdy, and dangerous tavern frequented by pirates, bandits, and other traveling thugs. The building is run by one of the regional pirate captains, nominated by popular vote. Once nominated, a captain serves as the proprietor (and is responsible for keeping the place well-stocked with booze and prostitutes) for a year before a new captain is chosen. The current proprietor is a grizzled hobgoblin with a missing nose and perpetually rotten teeth—this is the notorious pirate **Mudmouth** (NE male hobgoblin fighter 5/rogue 5).

The clientele of the Alhaster Shipping Concern is closely knit, and they don't take well to visitors. Anyone who wants to drink or carouse here must make a DC 30 Intimidate check to impress the locals, otherwise Mudmouth secretly laces their drinks with oil of taggit (Fort DC 15, 0/unconsciousness). Anyone who is knocked out by the drink is robbed blind and thrown into the harbor.

8. Tipsy Nymph Brewery

This is the only tavern in Alhaster that doesn't rely on imported or stolen alcohol. It was founded a few years ago by an enterprising bandit named **Kragen Vachus** (LE male human fighter 6/expert 3). Kragen has perfected a method of distilling a quite flavorful ale from the spores of several mushrooms he grows in the basement of the brewery. The ale itself is deep purple and has a rich, earthy taste. Kragen keeps the source of his recipe secret, not only because he fears competition but because he stole the original recipe from a drow outpost back in his adventuring youth, and he'd rather not worry about dark elves coming after him.

9. Crafters' Guildhall

Unlike many towns where the various guilds each operate a separate guildhall, Alhaster sports a single large structure that serves as a shared guildhall for numerous small but necessary guilds. Bakers, smiths, cobblers, scriveners, carpenters, and more crowd into this rickety building, where they constantly bicker and fight over space and accommodations. None of them have the political clout or physical presence to gain an edge over their fellows or the bandits who run the town, so for now, the sorry state of Alhaster's crafters seems destined to persist.

10. Sinner's Sanctum

This crumbling hovel looks no different than any of the other rotting homes of Alhaster's truly desperate and poor. On the inside, the place's nature is obvious—it is a sickhouse for the poor. Numerous rickety beds and cots line the walls of the building's single room, and a bed and desk in one corner are used by the sickhouse's tender, an aged and half-mad woman named **Furpotia** (LN female human expert 2). The majority of Alhaster believes Sinner's Sanctum to be a leper house, and they avoid the place and the surrounding streets.

This reputation also serves the agenda of the Ebon Triad, which maintains a secret shrine to the Overgod in a small complex below the Sanctum. Furpotia doesn't know about this hidden shrine, and assumes the noises she used to hear coming up from below were manifestations of her madness. Sinner's Sanctum and the Ebon Triad shrine below are detailed further in "The Prince of Redhand."

11. Laughing Dawn Tavern

This tavern is little more than a shed with a low bar rigged against one wall. **Damsk** (LN male human fighter 2/expert 3) is a fat, bald-headed man of considerable size who quietly hums old songs to himself as he tends his bar. Up until a year ago, Damsk was one of Alhaster's most gifted executioners. Many locals believe that when he retired to buy this old building and convert it into a tavern, he did so because he had lost his nerve for executions. In truth, Damsk discovered that several of the prisoners he was executing at Zeech's command were innocent, and rather than face execution himself by openly opposing Zeech, he quietly resigned from his post.

The Laughing Dawn Tavern (named after Damsk's now-deceased wife) may not be much to look at, but it's always well stocked. Its proximity to Miomay's Playhouse ensures that it always receives plenty of business after a show. It is perhaps the favorite tavern for the majority of Alhaster's commonfolk.

12. Miomay's Playhouse

Owned and operated by a beautiful woman named **Miomay** (CN female half-elf bard 7), this playhouse represents one of the few places the commonfolk of Alhaster can go for public spectacle and entertainment (the other similar outlet is the Alhaster Arena). Rebuilt from an even-more grandiose opera house that burned to the ground during Alhaster's succession from the Shield Lands 20 years ago, this playhouse isn't quite as grand and impressive. It has, however, managed to find equilibrium between common vulgarity and high-class sophistication. The plays performed here allow the common folk to feel as if they are nobles, while at the same time give the nobility a chance to experience the seedier side of life. Of course, seating for the two elements remains segregated, with the cheap seats (costing 1 cp per performance) being little more than rocks arrayed on the open dirt floor, and the balcony seats (costing 10 gp per performance) are shaded from the sun and filled with comfortable chairs and feature delicious refreshments.

The playhouse serves two additional functions that are somewhat hidden from most casual visitors. First, most of the actors and actresses Miomay employs staff a semi-secret, invitation-only brothel. Miomay and her employees use the contacts they make amongst Alhaster's nobility primarily to pad their incomes, but also to glean inspiration for future plays.

The second purpose is even more obscure. Only Miomay and her five senior employees know that a semi-regular anti-establishment newsletter called the *Sinchaser Report* is produced in a series of secret rooms below the Playhouse basement.

13. The Ogre's Hideout

There are several inns scattered throughout Alhaster—the Ogre's Hideout is a typical example. Like the other inns, the Ogre's Hideout caters mostly to visiting bandits, pirates, and adventurers; the place has a rough and dangerous feel to it and sports a well-stocked but largely unimaginative taproom and bar on the first floor. The Ogre's Hideout is noteworthy as it is the favored inn for several hobgoblin mercenaries currently visiting Alhaster. These hobgoblins plan to take part in the coming festivities to celebrate Zeech's 20th year of rule. The leader of this band (detailed in "The Prince of Redhand") rented out all of the rooms on the topmost floor, and his all-night antics have been keeping the other patrons up at night. The innkeeper, a jumpy man named **Frill Beskered** (LN male human expert 3), is too cowardly to do anything about it.

14. Gallows

Law in Alhaster is tough, and trials are short, brutal, and corrupt. Those with money or social contacts can generally escape punishment even if they're caught with blood on their hands, but the best others can hope for is a clean death on Alhaster's public gallows. Despite their name, this array of open-air platforms caters to more methods of execution than hanging. A headsman's block, numerous pillories and stocks, and an array of crucifixion crosses loom malignantly at the edge of the marketplace in addition to a large gallows. The method of execution depends as much on the nature of the crime as it does on Zeech's whim, but when they occur, they are always well-attended public spectacles.

15. Gulg's Tinctures

Resem Gulg (NE male human rogue 4) is an aging, partially blind man who has lived in Alhaster all his life. He found the change of rulership twenty years ago to be much to his liking, as now he can sell his beloved poisons without fear of punishment (as long as he keeps up on his monthly payments to Zeech). His shop is a mass of colorful jars, mounds of carefully mixed spices and herbs, mummified animal corpses, and alchemical apparatus. All of the poisons listed in the *Dungeon Master's Guide* can be purchased here (including those in excess of 3,000 gp per dose)—Gulg typically has 2d10 doses of a particular poison for sale at any one time. If he finds a particular customer to be particularly offensive or annoying, Gulg is not above selling his poisons in defective vials that double the chance of accidental poisoning during use.

16. The Scattergut

This rowdy tavern, owned and operated by an ex-gladiator named **Raktus** (LE male hobgoblin fighter 6), is a favorite of mercenaries and ex-soldiers who have turned to the Alhaster Arena as a source of income. The tavern is always full of loud and thirsty customers after a fight in the arena.

17. Alhaster Arena

The design of the Alhaster Arena may bring to mind the Free City Arena, yet this battleground is smaller in size and scale. The director of the arena is one of Zeech's own ex-commanders, a one-eyed orc named **Mandubulis** (NE male orc barbarian 4/ranger 3/fighter 4) Zeech recruited from the Reyhu tribes of the north. While Mandubulis has little aptitude for social grace, he certainly knows how to set up exciting fights in the arena, and the weekly bouts always draw crowds in excess of a thousand souls, filling the arena to capacity. Characters who fall victim to Alhaster's laws may well find themselves fighting for their freedom here.

18. Hoff's Solutions

Mercenary companies are common in Alhaster. A mercenary band typically consists of up to a dozen grizzled ex-soldiers or bandits who follow the lead of a veteran. Few have headquarters, and when they are not in the field they spend their time scattered among various inns and brothels in town. One of the few exceptions is this squat, ugly wooden building. **Hoff** (NE male dwarf fighter 11) is a foul-mannered and slightly insane retired bandit who has managed to gather together no fewer than 14 different mercenary bands. Leaders of these bands are allowed to stay in this barracks, and anyone who wishes to hire a band can do so by speaking to Hoff's assistant in the front room, a horribly scarred gnome named **Scabface** (LE male gnome rogue 2). Hoff has made a sizable amount of money off his business, and given a few more years could even achieve his goal of being indoctrinated into Alhaster's nobility.

19. Free Lords' Embassy

The Bandit Kingdoms are loosely run by a council of men and women known as the Combination of Free Lords. In Alhaster, Prince Zeech is the only member of this council, although this building is set aside as a place for visiting Free Lords to bunk, meet, or relax. At this time, the only resident of the Embassy is **Miszen Mitchwillow** (NE female halfling sorcerer 15), a woman who has a small role to play in "The Prince of Redhand."

20. Iomandi's Wonders

This stone building is built almost like a bunker. It has no windows, a single iron door, and a small guardpost atop it that is always manned by a bribed Watcher or two. The building's cramped interior is a cluttered and poorly lit curio shop that also serves as Alhaster's most well-stocked magic shop. The proprietor is a perpetually angry woman named **Iomandi** (LE female human wizard 11/expert 2) who retired from the adventuring life when she realized it was safer to buy and sell magic items and jewelry. Her store is heavily warded against theft, to the point that most of Alhaster's thieves have come to view the place as not worth the risk. Much of Iomandi's wares have been reworked by her own considerable skill to be more fashionable or gaudy. Magic items worth as much as 6,000 gp can be purchased here, but the prices are 10% higher than normal.

21. The Deluxury

This impressive stone and wood building is the most prestigious inn, gambling house, and brothel in all of Alhaster, and is said to be one of the few establishments that Prince Zeech himself visits. The staff of the Deluxury includes exotic performers from as far south as the Scarlet Brotherhood and as far west as Ket. The place is enforced by a band of mute but constantly looming hobgoblin eunuchs (male hobgoblin fighter 6), staffed by a number of attractive men and women (human and half-elf expert 4) and owned and administrated by a jolly-looking man named **Armhin Loratio** (NE male human rogue 4/sorcerer 6/arcane trickster 2) who always seems to have the best intentions of his paying customers at heart. Those who know him well know the truth—he's a greedy sadist who treats his customers well only as long as they have money.

Armhin has owned and operated the Deluxury for as long as Zeech has been in power. In fact, it was a generous grant from Zeech (who wanted a "home away from home") that got the place up and running. Armhin's goal with the Deluxury was to create a "heaven on earth" where the rich could come and gamble, drink, eat, and enjoy more carnal pursuits in an environment that asked no questions and told no tales. A typical meal in the Deluxury runs at 50 gp; a night's stay (meal and companionship included) can cost anywhere between 100 gp and 1,000 gp. The establishment offers places to gamble, bathe, receive massages, and otherwise escape the town of Alhaster for as long as the coin purse can bear.

Characters who remember the Emporium from Diamond Lake will see many parallels between the two businesses, although the Deluxury is, all around, a much higher-class establishment. The place also holds two recent arrivals in Alhaster—refugees from the recent dragon attack on Diamond Lake. These are **Professor Montague Marat** (N male human aristocrat 9) and **Shag Solomon** (N male quaggoth aristocrat 6). Other important guests include a mercenary captain named **Vulras** (CG male human ranger 9/rogue 7) and visiting gnome noble **Toris** (NG male gnome aristocrat

11). All four of these NPCs are detailed more fully in "Prince of Redhand."

22. Church of Kord

Once one of the proudest cathedrals in Alhaster, the church of Kord has fallen on hard times. Its few remaining priests have had their pride squashed by two decades of living under Zeech's rule, and spend most of their time repairing their own church, which is slowly falling into ruin. The high priest is an aging warrior named **Lanthis Chax** (CG male human cleric 6/fighter 2), whose only hope is to live long enough to see Zeech overthrown. There are only four 2nd-level clerics under Lanthis, and if they realize that the PCs may be potential allies (by having their initial attitude of indifferent shifted to helpful), they throw caution to the wind and offer their church as a place for the PCs to stay, covering up their presence if necessary. The priests won't charge for spells cast in this case.

23. Church of Blessed Deliverance

Whereas the church of Kord is in bad shape, the church of St. Cuthbert in Alhaster is dead. Partially burned during the town's secession 20 years ago, Zeech decreed that the half-standing ruin be left alone as a testament to his victory. Today, the church is a blackened hulk, a monument to loss and ruin. Melted stained glass depictions of angels, spared from vandalism only by Zeech's decree, appear to writhe in the black kiss of fire in those few walls that still stand.

The only visitors to this place now are the few secret worshipers of St. Cuthbert who still dwell in town. They sometimes come to the place to offer up hidden, desperate prayers. The one remaining living Cuthbertine from the days before Zeech is Furpotia (area **10**), but a second member of the order still "exists" as well, the lunatic gravetouched ghoul **Rhorsk** (CE male gravetouched ghoul cleric 7), once a worshiper of St. Cuthbert but now a devotee of his own unholy hunger. Rhorsk dwells in the partially collapsed cellar below, and his simperings and scratchings have singlehandedly given rise to rumors that the church is haunted. Rhorsk plays a key part in "The Prince of Redhand."

24. Cathedral of Hextor

The largest church in Alhaster is the Cathedral of Hextor. This towering structure was originally a cathedral dedicated to Hieroneous, but now it serves as the official religious focus of the city. Tended by a spineless sycophant named **Vierias Spatlepate** (LE male human cleric 7) and a legion of 1st- and 2nd-level clerics, Prince Zeech has seen to it that the church itself is little more than a shell of what it could become. Zeech sees himself as the chosen tool of Hextor in Alhaster, and brooks no competition in this venue. The church itself is open to the public, and Zeech has decreed that even obvious worshipers of good deities (including worshipers of Hieroneous) are to be admitted within as a show of his power and conviction of his absolute mastery over the rule of the town. Vierias has had all of his opposition to these nearly heretical beliefs beaten from him, and his simpering haste to please all who visit the cathedral should surprise visitors who have come to view the faithful of Hextor as strong-willed. Small groups of devout followers of Hextor have tried in the past to overthrow Zeech and remove this mockery of their faith, but to date, none of them have even come close to success. These failures have, ironically, further validated Zeech's presence and actions in the eyes of many other worshipers of Hextor.

25. The Scarlet Spire

This majestic temple dedicated to Wee Jas has changed the least of the Alhaster churches under Zeech's rule. The place continues to oversee the caretaking duties of the Alhaster Boneyard (area **29**), and its priests, for the most part, have been left free to continue their worship as they see fit as long as they don't disrupt Zeech's rule. The clergy has actually managed to turn the situation to their advantage, and their priests have specialized in the area of vanity and beauty keeping. Their services are for sale to the rich of Alhaster, and most of the town's nobles visit the Spire weekly for regular beauty treatments or to have new outfits and accessories made and fitted. The high priest of the spire is **Almerah Kosen** (LE female human aristocrat 3/cleric 10), a shrill, aging woman who is impossible to please and at once both hated and admired by her dozens of acolytes.

26. Quemp Manor

Of Alhaster's nobles, **Mariss Quemp** (CN male half-orc barbarian 4/fighter 8) is perhaps the most unusual. A "reformed" barbarian who played a key role in the secession of Alhaster, Zeech awarded Quemp his own manor in the most prestigious reach of the city. Mariss Quemp has found that city life agrees with him quite well, and has delegated command of his barbaric mercenaries to a handful of brutal underlings who patrol the lands east of the city. Quemp Manor is the smallest of the three major estates, but Quemp makes do with his holdings and has transformed the palace into a celebration of violence. Statues of grizzled warriors, paintings of battlefields, and servants dressed as barbarians set the tone for this place, which features its own miniature arena in the center of the structure where Quemp arranges private battles for his amusement.

27. Kilraven Manor

Lord Malaven Kilraven (LN male human aristocrat 5/fighter 8) is the captain of the West Border Watch, an honorable man who has served Prince Zeech for the past 19 years after his father died of the Red Death. Kilraven's opinion of Zeech has soured over the years; he has come to think of the man as little more than a petty tyrant more interested in his own decadence than the good of the province, but as long as Zeech is in power, Kilraven intends to remain loyal to him and do what he can to better the living conditions of the citizens by tempering his lord's whimsy with advice. It's a loosing battle, unfortunately, and Kilraven has begun to despair that Alhaster will collapse under Zeech's rule before it can be saved.

28. Mistwall Manor

The largest estate (not counting Zeech's palace itself) in Alhaster is the mysterious and imposing Mistwall Manor.

This magnificent estate survived the fall of Alhaster partially due to luck, but mostly due to the intervention of an enigmatic and beautiful woman named Lashonna. In truth a very old vampiric silver dragon, Lashonna has been a key architect in the current condition of the town of Alhaster, and her advice to Zeech (who values her as a trusted friend and adviser, but to his undying frustration never anything more than that) is the primary cause of the city's current troubles. Lashonna is in fact one of Kyuss' greatest minions, second only to Dragotha, and she has worked for the last 20 years to ensure that everything in Alhaster is ready to usher in the Wormgod's return. Lashonna is one of the primary villains in the last four installments of the Age of Worms Adventure Path.

29. Alhaster Boneyard

The disposal of Alhaster's dead is the sole province and responsibility of the clerics of the Scarlet Spire. The church recruits the citizens of Alhaster itself to help in this regard, and pays a cadaver fee of 5 sp (a fee high enough to make the trip worth it for most of the town's citizens but not quite high enough to encourage murder) to anyone who brings a body to the Spire for disposal. Most of these bodies are cremated, but those who are survived by family or friends rich enough to afford a plot in the boneyard are buried here in sanctified grounds that the acolytes patrol regularly. Rumors that the boneyard is haunted persist, but in fact the place is, ironically, one of the safest in the city due to the diligence of these clerical patrols.

30. Watcher's Compound

This fortified complex serves as a training facility for Alhaster's city guards: the Watchers, composed primarily of humans and hobgoblins. The training procedure to become a Watcher is as intense as it is violent—fully 30% of those who enter these gates for the year-long program die at some point. Those who survive emerge as 6th-level fighters and can look forward to a life of accepting bribe money and bullying the weak, a reward that, for most hobgoblins and mercenaries, is well worth the risks of training. As long as training for a new group of Watchers is in session (as it is right now), the compound remains closed and all contact with Alhaster is cut off, save for the directors and drill sergeants. The current compound director is a soft-spoken hobgoblin named **Jegreshis** (LE male hobgoblin fighter 12), a quiet killer who speaks to new recruits only if he intends to kill them himself.

31. Angel's Aerie

Perched atop a jagged cliffside overlooking the entrance to Alhaster Harbor is this grim, gothic, many-towered structure of dark stone. This is the headquarters for the true police force in Alhaster—the Blessed Angels. Also known as the Black Nuns of Hextor (or even the Brides of Hextor), these twelve erinyes serve many roles in the policing of Alhaster. Where the Watchers themselves handle the day-to-day law enforcement, the Blessed Angels handle the high-profile crimes, mediate important matters between powerful visitors, or serve Zeech himself as personal guards or assassins. Their goals and purposes are usually secret, known only to themselves and Zeech, and there are rumors that even Zeech himself isn't privy to all of their plans.

The erinyes are open about their appearance, and are frequently seen around town or soaring in the skies above. Their constant presence does more for keeping the law than perhaps anything else. The locals are absolutely petrified of them. Rumors abound of families who have dared to insult the prince unmasked by Angels in the guise of loved ones, or couples whispering to each other only to be overheard and unmasked by invisible angels. The locals have a saying: "speak falsely, my friend." In other words, "listen to the opposite of that you hear," since friends often use this method to communicate freely. To most of Alhaster's citizens, the Blessed Angels are viewed as saviors—they keep watch on the town and prevent outside influences from perverting the true path of the prince. What isn't known is how Zeech managed to secure the loyalty of the dangerous devils, exactly how many Blessed Angels dwell in the Aerie, or what serves as their immediate commander. One pervasive rumor holds that it is the Blessed Angels who actually run Alhaster, and that Zeech, the nobility, and the Watchers are all nothing more than charmed pawns.

The truth is actually quite simple. Zeech knew soon after he became the ruler of Alhaster that he needed a potent and mysterious force to not only handle the real problems in the town, but to keep the dissidents and criminal element too scared to try anything really disruptive. It was Lashona who recommended using erinyes, and in truth, it is to her that the Blessed Angels owe their allegiance. For now, however, they are content to follow Zeech's orders.

The PCs are likely to run afoul of some of the Blessed Angels if they are involved in crimes in Alhaster or are suspected of attempting to undermine Prince Zeech's authority. The Blessed Angels are not foolish; they do not confront their targets alone. Rather, they watch from afar, learning of weaknesses and habits they can exploit. When they move to strike, the angels do so in a group of four—this is an EL 16 encounter, but if the Blessed Angels have a chance to tailor their tactics against the PCs, it can be particularly devastating.

BLESSED ANGEL **CR 12**

Female erinyes mortal hunter 4

LE Medium outsider (baatezu, evil, extraplanar, lawful)

Monster Manual 54, *Complete Divine* 50

Init +6; **Senses** darkvision 60 ft., see in darkness, true seeing; Listen +17, Spot +17

Languages Common, Celestial, Draconic, Infernal; telepathy 100 ft.

AC 28, touch 16, flat-footed 22; Dodge, Mobility

hp 153 (13 HD); **DR** 5/good

Immune fire, poison

Resist acid 10, cold 10; **SR** 20

Fort +19, **Ref** +15, **Will** +12

Spd 30 ft., fly 50 ft. (good)

Melee mwk longsword +20/+15/+10 (1d8+6/19–20)

Ranged *+1 distance light crossbow* +20/+15/+10 (1d8+1/17–20)

Base Atk +13; **Grp** +19

Atk Options mortal hunting +2, smite mortals 1/day (+3 to melee attack, +8 damage)

Mortalbane

The creature can make a spell-like ability particularly deadly to mortals.

Benefit: A mortalbane ability is a damaging spell-like ability that deals 2d6 points of additional damage when used against living nonoutsiders, but only half damage against outsiders, undead, and constructs. Mortalbane can be applied to each of a creature's spell-like abilities five times per day, though the feat does not allow the creature to exceed its normal usage limit for any ability.

This feat originally appeared in the *Book of Vile Darkness*.

Special Atk entangle, *summon baatezu*

Combat Gear *potions of cure serious wounds* (2)

Mortal Hunter Spells Known (CL 4th):

2nd (3/day)—*detect thoughts* (DC 19), *evil eye** (DC 19), *hold person* (DC 19), *magic circle against good*, *see invisibility*, *web* (DC 19), and *wither limb** (DC 19)

1st (3/day)—*cause fear* (DC 18), *charm person* (DC 18), *detect good*, *heartache** (DC 18), *protection from good*, *sleep* (DC 18), *unnerving gaze**(DC 18)

Spell-Like Abilities (CL 12th):

At will—*greater teleport* (self plus 50 pounds of objects only), *charm monster* (DC 21), *minor image* (DC 19), *unholy blight* (DC 21)

Abilities Str 22, Dex 23, Con 24, Int 14, Wis 16, Cha 25

SQ boost spell-like ability, detect mortals, mortal skin

Feats Alertness, Dodge, Improved Critical (light crossbow), Mobility, Mortalbane, Rapid Reload, Track

Skills Bluff +19, Concentration +17, Diplomacy +13, Gather Information +9, Hide +18, Intimidate +15, Knowledge (local) +14, Knowledge (nobility and royalty) +14, Listen +17, Move Silently +18, Search +14, Sense Motive +15, Spot +17, Survival +15

Possessions combat gear, *+2 leather armor*, *+1 distance light crossbow*, masterwork longsword, *cloak of resistance +2*, *elixirs of truth* (2)

Boost Spell-Like Ability (Ex) The Blessed Angel can boost the save DC of her spell-like abilities, increasing the save DC by +2. She may do so up to three times a day per spell-like ability.

Detect Mortals (Su) This ability duplicates the effect of *detect undead* cast by a 15th-level caster, except that mortals are detected. "Mortals" are any creature that aren't elementals, outsiders, undead, constructs, or fey.

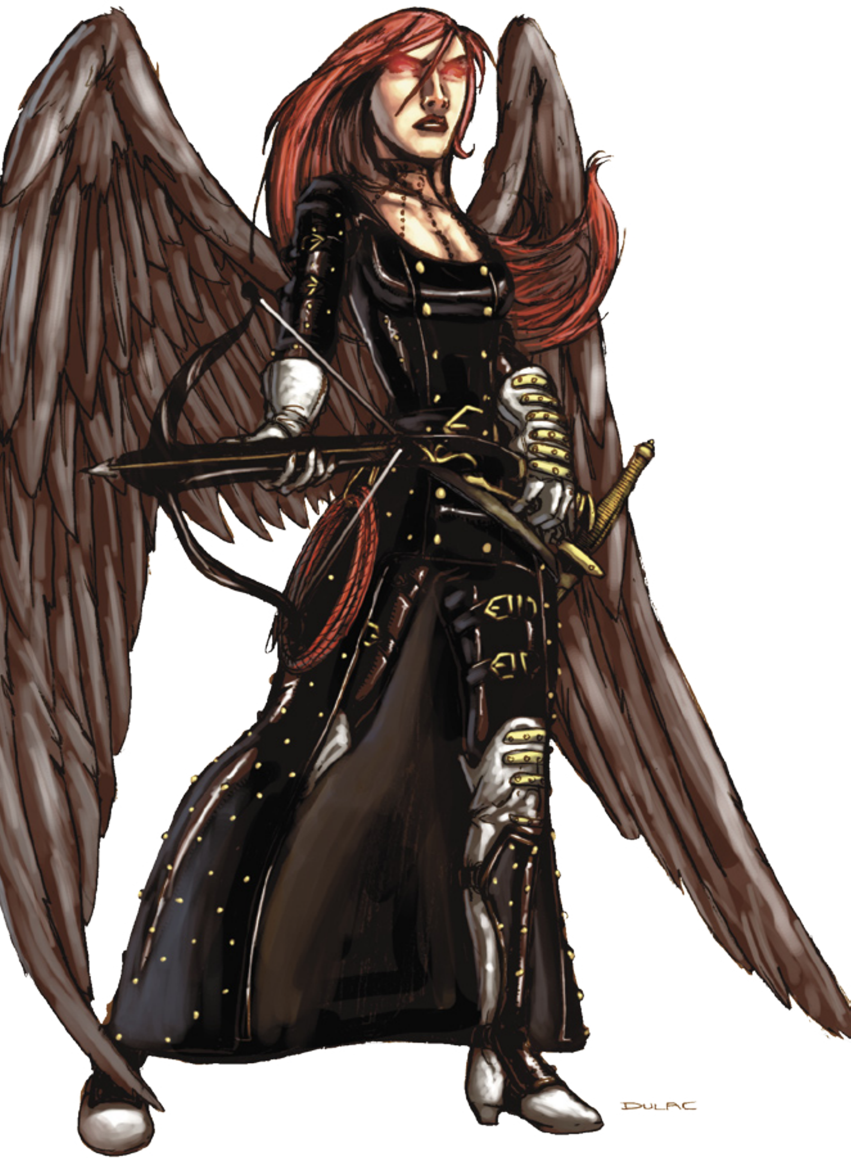
Mortal Hunting (Ex) The Blessed Angel gains a +2 bonus on attack and damage rolls against mortals. She gains the same bonus on Bluff, Listen, Sense Motive, Spot, and Survival checks when using these skills against mortals. The damage bonus only applies to ranged weapons against targets within 30 feet, and does not apply at all to creatures that are immune to critical hits.

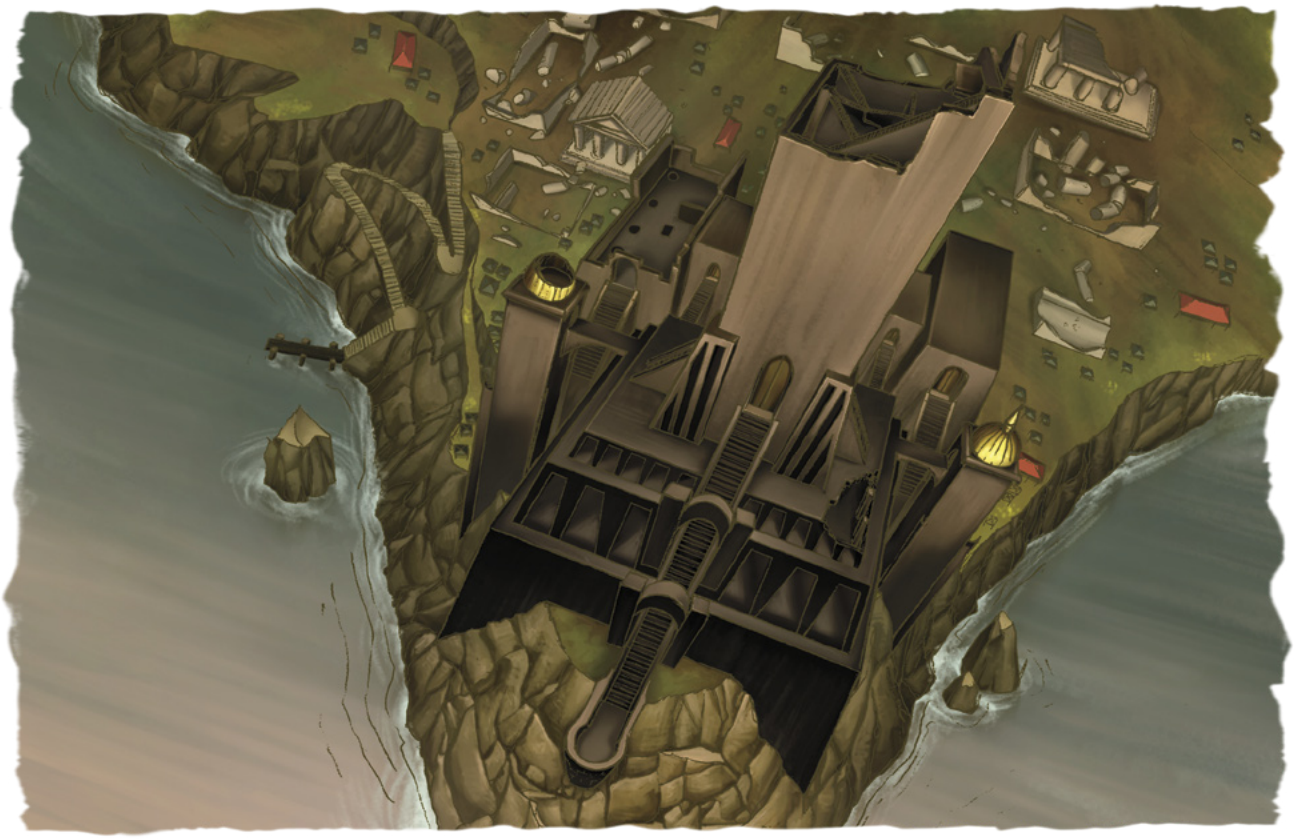
Mortal Skin (Su) By magically grafting bits of mortal flesh to her body, the Blessed Angel can transform (as *polymorph*) into any humanoid mortal form, once per day. If the flesh used is from the exact individual being imitated, the duration is permanent. If the flesh is from a being of the same type, the duration is 1 hour. In either case, the Blessed Angel can dismiss the ability as a standard action.

*These spells are from the *Book of Vile Darkness*; if you don't have access to this book, replace *heartache* with *doom*, *unnerving gaze* with *bane*, *evil eye* with *blindness/deafness*, and *wither limb* with *death knell*.

32. Alhaster Barracks

The Watchers of Alhaster bunk in these one-story buildings, and use the large courtyard to train and as a staging ground for trials. The southernmost wing of the barracks includes nicer accommodations for barristers and judges (all of





whom are in Zeech's pocket). Alhaster punishes its criminals in one of four ways—exile, execution, fining, and imprisonment. The dungeons below these barracks are filled with hundreds of those who have been sentenced to imprisonment, many of whom have been forgotten to the outside world. Some of them have been imprisoned since Zeech withdrew Redhand from the Shield Lands 20 years ago; it's certainly possible that some of the previous rulers of this once-proud city languish still in these dungeons.

33. Zeech's Palace

The red stone wall that surrounds Zeech's Palace supports dozens of statues—all of which are of Zeech. The grounds feature many gardens set with beautiful orchids, monkey-puzzle trees and small waterfalls and ponds. Each garden has a fanciful title (such as the Vertiginous Terrace), and Zeech often incorporates them into his wild and decadent galas.

The Palace itself is a fanciful hodgepodge of various styles, but it has a central core that houses the Great Banqueting Hall as well as Zeech's private menagerie and quarters. In all, there are some two hundred and fifty rooms within the palace. Zeech constantly orders the construction of new wings and additions in an attempt to capture the coliseums of bronze and glass visible in his dreams, and many of these areas are obviously unfinished.

Zeech is attended at all times by his personal guards—four invisible Blessed Angels who wear *rings of invisibility* (who are themselves not part of the contingent in area **31**) who are usually within 30 feet of him. Approximately fifty palace guards (all 1st-level human warriors) led by a dozen 5th-level human fighter sergeants man the palace, all armed with crossbows and shortswords. If the palace is attacked or Zeech comes into peril, one of the erinyes immediately teleports to the Aerie to alert the other Blessed Angels, who in turn quickly teleport into the palace to aid the prince. Up until recently, the palace staff consisted of human commoners, but when a ship full of freaks seeking a new home after their old one was destroyed by a dragon arrived in town, Zeech was immediately taken by their bizarre forms and fired his staff, hiring the freaks as replacements. Zeech, in all his misguided ego, feels that by surrounding himself with deformity, he more perfectly approximates the true beauty of the human form.

Aside from Zeech (and whoever his current lover may be), the only regular inhabitant of the palace is his daughter, a reclusive half-fiend named Hemriss who has a minor to play in "The Prince of Redhand" and a more important role in "Dawn of a New Age."

34. The Great Project

Zeech's obsession is his "Great Project," a massive ziggurat of stone. He ordered the destruction of several houses (including several noble manors) south of his palace, forcing those who lived within to relocate elsewhere (all of the evicted nobles abandoned Alhaster in protest, and settled in other provinces in the Bandit Kingdoms).

Now, the area is a huge collection of hovels arrayed around the Great Project, homes for the craftsmen and slaves Zeech uses to build the ridiculous structure. Deaths and terrible injuries are common as Zeech forces the workers to toil faster. He is constantly forced to replace the workers with desperate laborers or slaves purchased from other bandit kingdoms. Hobgoblin Watchers patrol the site, and one in five is accompanied by a worg. These bored guards have been known to "accidentally" let the worgs run amok in the tentyards. The workers rise at dawn, eat a frugal meal and then toil until darkness on the project, which now rises to two hundred feet (and is widely believed to be almost finished). A narrow road rises around the outside of the great building, constantly filled with oxen that drag hefty stones and huge timbers up the slope. Poorly constructed cranes lift other items up to the heights, yet the whole site is so poorly managed that the project is well behind schedule. Visitors are not allowed on site, but security is so lax that it is relatively easy to infiltrate the area and explore.

The structure itself is constructed of local red stone. Its walls are built on a series of arches that support the towering walls above—the top of the structure is clustered under bamboo scaffolding and timber. Anyone making a DC 20 Knowledge (architecture and engineering) check can see that the tower is very close to completion—a few months work will see it done.

Characters who have played "The Spire of Long Shadows" may note the similarity between Zeech's project and the ziggurat and spire they found in Kuluth-Mar—this is intentional. Zeech's inspiration for the project comes directly from Lashonna, who intends to use the site, once it's finished, to stage Kyuss' return and to begin the Age of Worms.

35. Alhaster Harbormaster

This building once served as a home and office for the Alhaster Harbormaster, but under Zeech's rule, there has been little in the way of regulation in the harbor. This building has fallen into disrepair, and serves as an adjunct for Eel River Transport. There are usually a few men lounging here, ready to ferry visitors across the Eel River for a 2 cp fare.

36. Eel River Transport

This large building is owned and operated by an "enterprising" hobgoblin named **Gothtur** (LE male hobgoblin expert 5) who claimed ownership of this building not long after Zeech took over. He did so by murdering the previous inhabitants and taking over their transport service. At first, Gothtur was taken with the novelty of playing at living as a human, but over the years he has found he actually has a taste for running a transport business. Passage up the Eel River into the inland provinces of the Bandit Kingdoms is fairly cheap, with prices ranging from 2 sp up to 1 gp, depending on the destination.

37. Alhaster Shipyard

The collection of buildings north of Alhaster once housed fishermen and shipbuilders, and this large building was where the majority of the shipbuilding took place. During Zeech's rule, these buildings have fallen into disrepair. Today, vagabonds, landlocked pirates, and other desperate souls dwell in these buildings.

38. Radalar's Regret

The Bandit Kingdoms have a special talent for breeding lunatics, and Redhand is no exception. One of the most bombastic and public lunatics of recent years was the eccentric noble Radalar. When he announced he was unhappy with Zeech's rule and intended to build a new city that would rival Alhaster, the other nobles laughed at him. When he announced his plan to found this city (which he dubbed Radalar City) only a few hundred feet to the east of Alhaster, they laughed all the more. Unfortunately for Radalar, he only got halfway done with the first building of Radalar City before he abruptly vanished one night. Rumors about his disappearance have settled on the obvious—that he was carried off at night and slain by the Blessed Angels at Zeech's command. Whatever the cause, his half-completed palace remains here on the banks of the Eel. Its proximity to Ilthane's lair (area **39**) made it a perfect place for the dragon to meet with visitors, which has given rise to new rumors that a dragon lives nearby.

39. Traitors' Graves

After Zeech's madness took hold, he crucified Alhaster's Knights of Holy Shielding on this low island in the Eel River, so that all who traveled the river could hear their cries of pain as they died. Some years later, a black dragon named Ilthane arrived in the area and carved out a lair under this island. Lashonna took note of the dragon's arrival, and she manipulated events so that the Ebon Triad contacted the dragon and forged an alliance with her. Ilthane is likely now dead, slain by the PCs at the start of "A Gathering of Winds," but her legacy lives on in the cavern below the Traitor's Graves.

RUNNING THE PRINCE OF REDHAND AND BACKDROP: ALHASTER IN EBERRON

By Keith Baker

The Principality of Redhand

The northeast coast of Khorvaire is ruled by the Lhazaar Princes. By their very nature, the Lhazaar Principalities are a collection of city-states, and a region where the right to rule must be earned, not simply inherited. This makes the region an ideal location for Redhand and Alhaster, which can in fact simply be added to the existing map of the Lhazaar Principalities. On the map of the Principalities (*Eberron Campaign Setting*, page 186), there is a region of plains approximately 100 miles south from the port of Skairn. The land between the two massive forests is Redhand: the port city of Alhaster should be placed on the east coast, setting it between Skairn and Tantamar.

The dominant religion of Redhand is a sect unique to the principalities, known simply as the Deep Brethren. This cult combines the worship of the Devourer and the Mockery: a pirate's religion promising blood on the water. Its adherents believe that their dark faith gives them claim to anything that lies on the seas, but they throw a share of plunder into the deep to ward off foul weather. In the Five Nations, it is rare to see the deities of the Dark Six worshipped openly, but the Lhazaar Principalities are a cold, dark realm whose people face the wrath of the Devourer every day. Alhaster is the greatest temple of the Deep Brethren, but cultists can be found in many of the other principalities. Members of the Deep Brethren do not consider themselves to be evil (though most are); their faith is a shield and an adaptation to the harsh realities of life on the Lhazaar Sea. In Alhaster, the worship of the Deep Brethren is also seen as a curious form of freedom, a joyous refusal to accept the limited views of the Sovereign Host, embracing the powers that others fear.

Prince Zeech is particularly devoted to the Mockery. While the most infamous followers of the Mockery are known for the practice of self-mutilation, the Mockery is a god of deception; Zeech's youthful beauty is a gift from his patron, a handsome mask to hide his inner darkness. Likewise, he has managed to deceive himself as to his true goals. But the Mockery is still a god of war—and Zeech is a deadly warrior when pressed too far.

As noted in previous sidebars, the deities of the Ebon Triad should be changed to the Mockery (Hextor), the Shadow (Vecna), and the Keeper (Erythnul). Dol Dorn replaces Kord, Dol Arrah can be used instead of Heironeous, and the Silver Flame takes the place of St. Cuthbert. The worship of Wee Jas is replaced by the Watchful Rest, a sect that reveres both Aureon and the Keeper.

The character levels for some of the NPCs in Alhaster are somewhat high in comparison to many of the known NPCs of Eberron; at 15th level, Miszen Mitchwillow is more powerful than any sorcerer mentioned in *Sharn: City of Towers*. It is up to the DM to decide whether to lower the level of some of these NPCs, or whether Redhand is a nexus for powerful individuals who have come together at this time of chaos to tip the scales one way or the other.

The Blessed Angels

It is a rare thing to see fiends openly in the cities of Eberron, but it is such a rare occurrence that few people know how to tell an angel from an erinyes. As noted in the Alhaster backdrop, the Blessed Angels truly serve Lashonna, and through her the Lords of Dust. This squad of erinyes came to Eberron after a bitter feud in the outer planes, and swore allegiance to the Council of Ashtakala; at Lashona's request, the servants of Kyuss-Katashka dispatched the Angels to Alhaster.

Dragonmarked Houses in Alhaster

It is up to the DM to decide whether or not to give the dragonmarked houses an interest in Alhaster. It could be that Zeech and Mahuudril have used influence, violence, and magic to keep the houses out of Redhand. If the houses are in the city, they can serve as allies or enemies for the PCs once they take power in Alhaster. The houses have their own interests, and will see a change of leadership as an opportunity!

In adding the houses to Alhaster, consider the following.

House Jorasco and Sivis are likely already in Alhaster, but won't press for more influence. Communication and medicine are common needs; if the city doesn't have a Sivis message station, the new leaders will want to get one established if they want to communicate with the outer world.

As the local source for mercenaries, Hoff's Solutions may be an arm of House Deneith. In this case, Hoff Deneith would be a human instead of a dwarf. He can still have a taste for banditry; this is a dark region, and the people of House Deneith are only human.

Miomay's Playhouse would become an outpost of House Thuranni, and Miomay herself would be an elven heir of that house. House Thuranni is always interested in increasing its power in the principalities, and with its gift for gathering information it would be a very valuable ally for new rulers… but a sly ally with great ambitions! While the Playhouse would be the center for their activity, the Thuranni would also be deeply involved with the black market.

Chosk Underpate of The Curious Owlbear may be an heir of House Ghallanda, and even if the many inns and taverns aren't Ghallanda outposts, they may very well be licensed by the Hostlers' Guild.

The Crafters' Guildhall would be an outpost of House Cannith; Iomandi (of Iomandi's Wonders) could also be an heir of Cannith.

House Lyrandar would have an outpost at the harbor.

The Grand Banquet

Many of the notable NPCs of Alhaster attend Zeech's banquet; here are a few ways to tie these individuals to Eberron. The DM can also choose to add other NPCs from the Lhazaar Principalities to the party—one interesting option is Prince Mika Rockface (*Eberron Campaign Setting*, page 185). Mika has no agenda at the party; she is simply an old friend and ally of Prince Zeech, and the banquet provides an opportunity for the adventurers to encounter this infamous pirate in a non-combat situation.

B'kruss and V'juss

As a skilled hobgoblin fighter, B'kruss could easily be an emissary of one of the Dhakaani clans, such as the Kech Sharaat; along with the Knights of Redhand, he is learning the lay of the land and establishing connections

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in preparation for the time his clan claims leadership of the Heirs of Dhakaan, Darguun, and the lands beyond. A DM who chooses this path should simply highlight the skill and discipline of B'kruss and his warriors. As one of the foremost warriors of the Kech Sharaat, B'kruss is no brute: he is a cunning soldier from a proud civilization.

Following Dhakaani tradition, the mystic V'juss would likely be female. A DM who wants to go to more trouble could change her class from sorcerer to bard; this would make her one of the duur'kala, the dirge singers who serve as spiritual leaders among the Dhakaani goblinoids.

Hemriss

Many fiends trapped on Eberron find a home with the Lords of Dust, and this was likely the case with Hemriss' erinyes mother. As some among the Lords of Dust are tied to the rise of Kyuss (as detailed in earlier conversion notes), it is possible that Hemriss and her warrior-gypsies have a tie to events even Zeech doesn't know of; perhaps Hemriss is still reporting to her mother as well as working with her father!

Lashonna

Lashonna was once an agent of the Chamber; she worked with a sect of eastern druids whose traditions mirrored those of the Gatekeepers. Like Dragotha, she was captured and corrupted by the power of Kyuss-Katashka. Aside from this point of history, her nature and goals remain the same.

Miszen Mitchwillow

There are a number of ways to keep Miszen's role as a spy. If her race is changed to gnome, she could be one of the top agents of the Trust of Zilargo, using her magical powers to monitor the entire east coast of Khorvaire. For a more sinister story, she could remain as a halfling, but be a servant of the Dreaming Dark, her original personality replaced long ago by a quori mind seed. In this case, she should be a psion (telepath) instead of a sorcerer.

Toris

Toris is a noble from the gnome-dominated island of Lorghalen.

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RUNNING THE PRINCE OF REDHAND AND BACKDROP: ALHASTER IN THE FORGOTTEN REALMS

by Eric L. Boyd

Conversion notes for Bane (Hextor), Bhaal (Erythnul), Myrkul (Vecna), Tempus (Kord), Torm (Heironeous), Agath Harpell (Agath of Thrunch), Dagsumn (Eligos), Malchor Harpell (Manzorian), Prendergast "Gast" Brokengulf (Loris Raknian), Daggerford (Diamond Lake), Longsaddle (Magepoint), Skull Gorge (Rift Canyon and Wormcrawl Fissure), the Tower of Twilight (Fortress of Unknown Depths), and Waterdeep (the Free City) have already been mentioned in conversion sidebars for earlier adventures in the adventure path.

Mintarn

Mintarn (Redhand) is a medium-sized island in the Sea of Swords (Lake of Unknown Depths) several hundred miles southwest of Waterdeep. (Note that this puts it some six hundred miles south-southwest of Longsaddle, still within the range of *teleport*.) Mintarn is best known as a safe haven for those in flight from authorities. This beautiful tree-cloaked island is a free port on the Sword Coast where no questions are asked and no one (other than pirate hunters) is turned away.

Mintarn is part of a small archipelago, which includes nine islands of any size. (Only six are depicted on the map included in the *Forgotten Realms Campaign Setting* [3rd edition], but maps from earlier editions show the entire chain.) The archipelago is nominally under the rule of the Tyrant of Mintarn, but in truth the other islands are largely ungoverned. The second largest island, which lies to the north and west of Mintarn, is known as Skadaurak, and is home to Hoondarrh (CE male ancient red dragon), the legendary "Red Rage of Mintarn." (See *Dragon* #241 or http://www.wizards.com/default.asp?x=dnd/wn/20021023a.)

The island of Mintarn has two settlements. The capital, Mintarn (Alhaster), lies on the southern coast, and a smaller harbor and town, known as Queen's Cove, lies on the eastern coast. Both settlements are a refuge for fugitives from justice, pirates, war refugees, mercenaries, and others who want to transact business (shady or otherwise), buy arms, or enjoy themselves away from the watchful eyes of foreign rulers and more proper authorities. The capital's wine taverns, such as the Freemantle (Angry Rifter Tavern) run by Dunkin Tallmast (Telgrith Vanerath), and festhalls are legendary up and down the Sword Coast for both their services and their danger. Queen's Cove is dominated by the Cove of the Queen, a temple of the Bitch Queen, and ruled by the Wavemistress Royal (high priestess of Umberlee). The island's only road (The Toilway) connects the capitol city with Queen's Cove. The Eel River emerges from a spring in the center of the island and runs south to empty into Mintarn Harbor.

Fighters, barbarians, bards, and rogues are welcome in Mintarn. Clerics of Bane, Kelemvor (Wee Jas), Tempus, Umberlee, and Valkur don't raise eyebrows if they display their faith openly, and these deities have functioning temples in town. Clerics of Helm, Ilmater, Torm, and Tyr are particularly vilified in Mintarn. Druids and rangers are associated with the "simple" Ffolk of the southern Moonshaes, whether they hail from there or not. Monks are rare in Mintarn, and those who are here are universally regarded to be agents of the church of Ilmater, so they are accorded the same scorn as clerics and paladins of Helm or the Triad. Arcane spellcasters are fairly uncommon, yet they are neither particularly loved nor particularly hated.

See Chapter 7 of the novel *Passage to Dawn*, by R. A. Salvatore, for a further glimpse of the port of Mintarn.

Tarnheel Embuirhan

Tarnheel Embuirhan (LE male Tethyrian human fallen paladin 8/ blackguard 8 [Bane], Prince Zeech) is the self-styled "Tyrant of Mintarn." Despite his title, in the early days of his rule his "Tyrancy" ("Most Beautiful Majesty") was known to be open-minded, open-eyed, and open-handed, and traditionally let Mintarn tend to itself in most of its day-to-day dealings. In recent years, however, Tarnheel has grown increasingly tyrannical, in keeping with his growing ties to the church of the newly arisen Bane. As Tyrant of Mintarn, Tarnheel keeps order (brutally, if the occasion calls for it), keeps individuals from using force to gain their ends on his island, and acts to prevent pirates, other realms, or other scalawags from gaining control of Mintarn. His closest advisors include Szentarr Ravin (NE male Tethyrian human illusionist 10, Armhin Loratio), and Bharandas Zhan (LE male Vaasan human wizard 12), a renegade mageling of the Zhentarim.

Grand Banquet

Most of the invitees from to the Grand Banquet are pirate captains or minor lords from the Sword Coast or other islands in the Sea of Swords (Bandit Kingdoms)

B'Kruss

B'Kruss is a notorious mercenary whose company, the Knights of the Nelanther (Knights of Redhand), regularly serve aboard pirate ships and merchant ships dealing in illicit cargo.

Rhorsk

Rhorks was a cleric of Helm (St. Cuthbert). (Note that this is a different conversion done for St. Cuthbert than was done in Daggerford [Diamond Lake] for the temple of Lathander [St. Cuthbert]).

Miszen Mitchwillow

Miszen is a spy from Athkatla (Dorakaa), in the kingdom of Amn (Empire of Iuz), who serves the infamous thieves' guild known as the Shadow Thieves. Her goals in Mintarn are to keep an eye on politics and visitors and to advise her guild accordingly, as they move to take control of trade along the Sword Coast

Toris

Toris (NG male Ffolk human aristocrat 11) hails from the Moonshae Isles (specifically the southern half of the island of Alaron), and he is the only noble from the Moonshaes who accepted Tarnheel's invitation.

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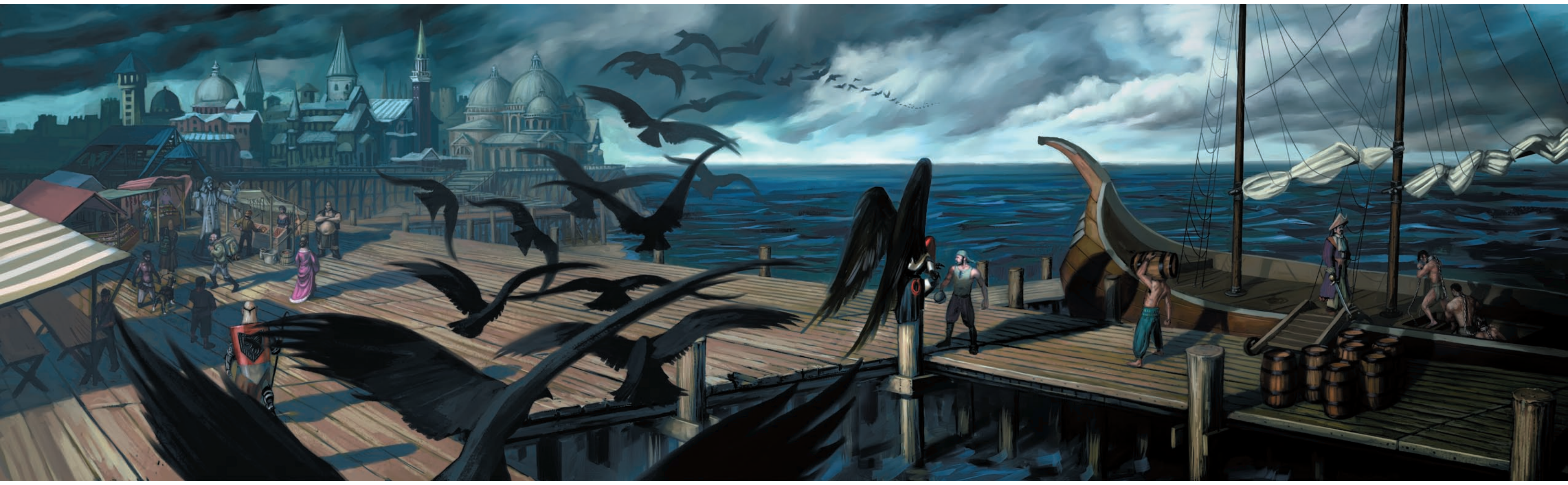


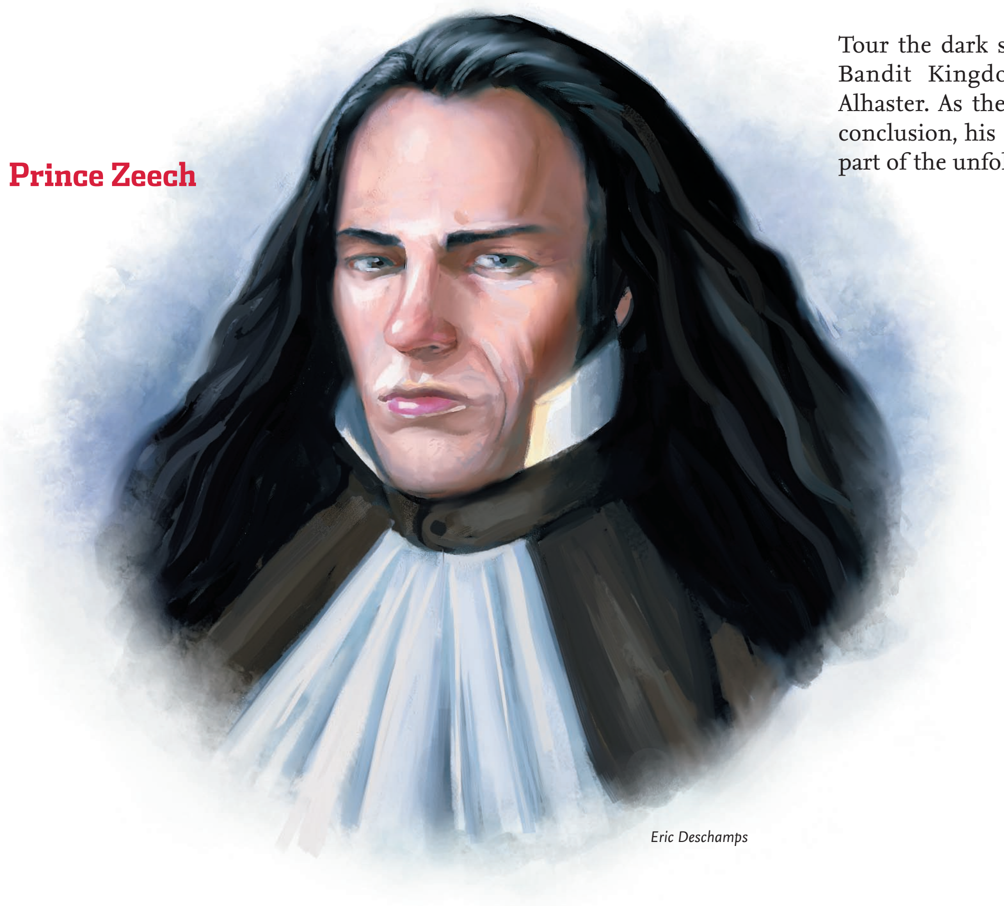
Eric Deschamps

BACKDROP: ALHASTER

by Richard Pett

Tour the dark streets of the only port in the Bandit Kingdoms—the troubled town of Alhaster. As the Age of Worms nears its epic conclusion, his city will become an important part of the unfolding events.

Prince Zeech



Eric Deschamps

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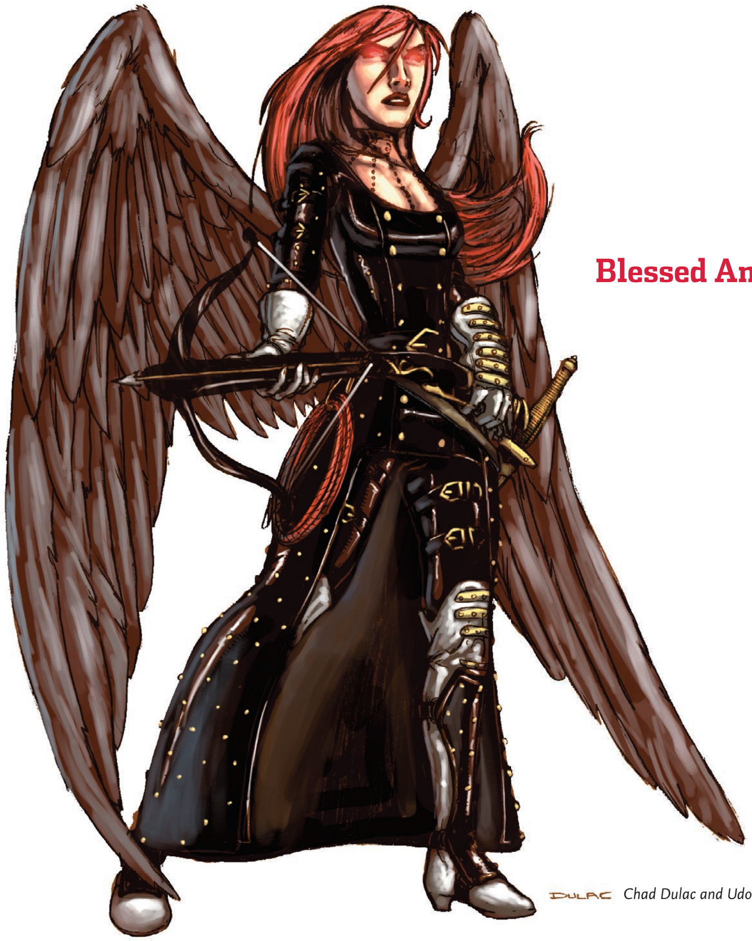
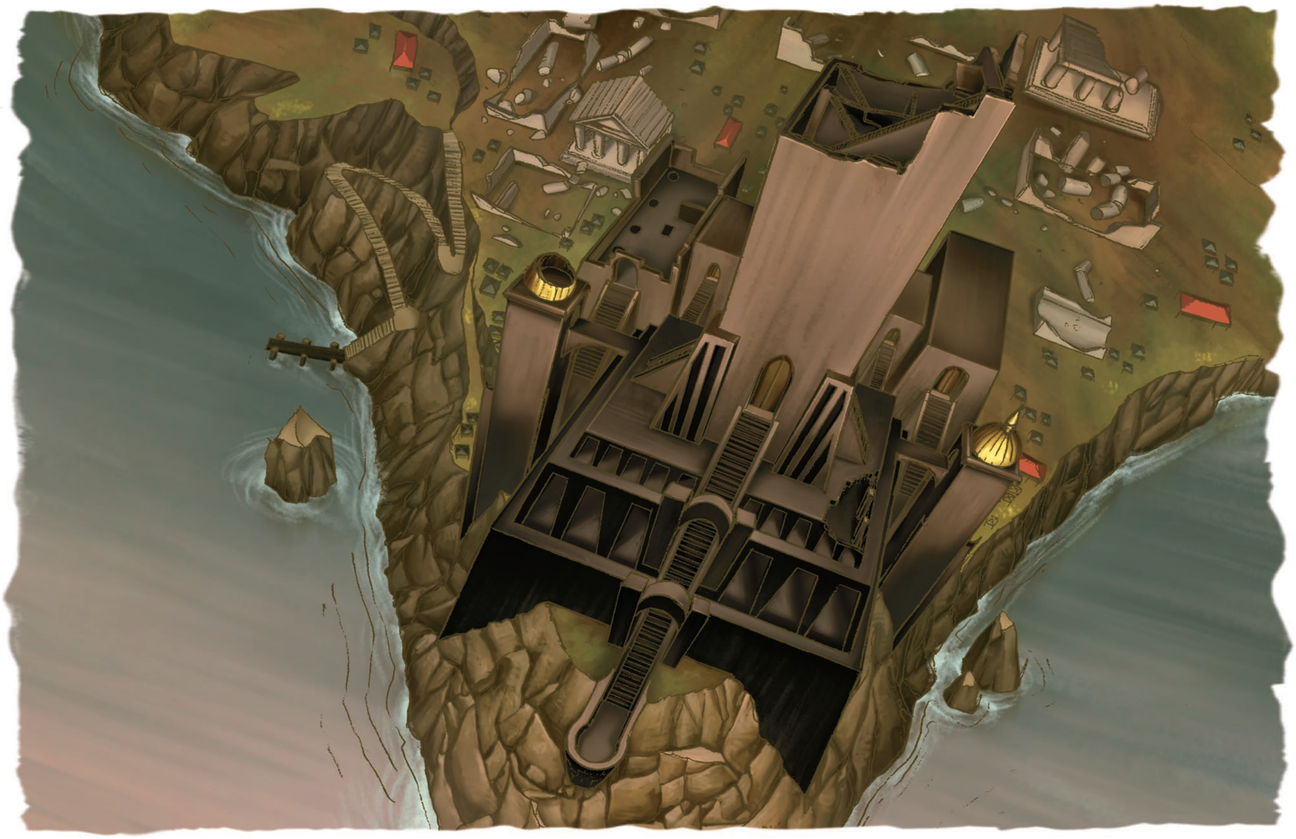


Blessed Angel

Chad Dulac and Udon Studios with Herbert Kwan and Kevin Yan



Chad Dulac and Udon Studios with Herbert Kwan and Kevin Yan

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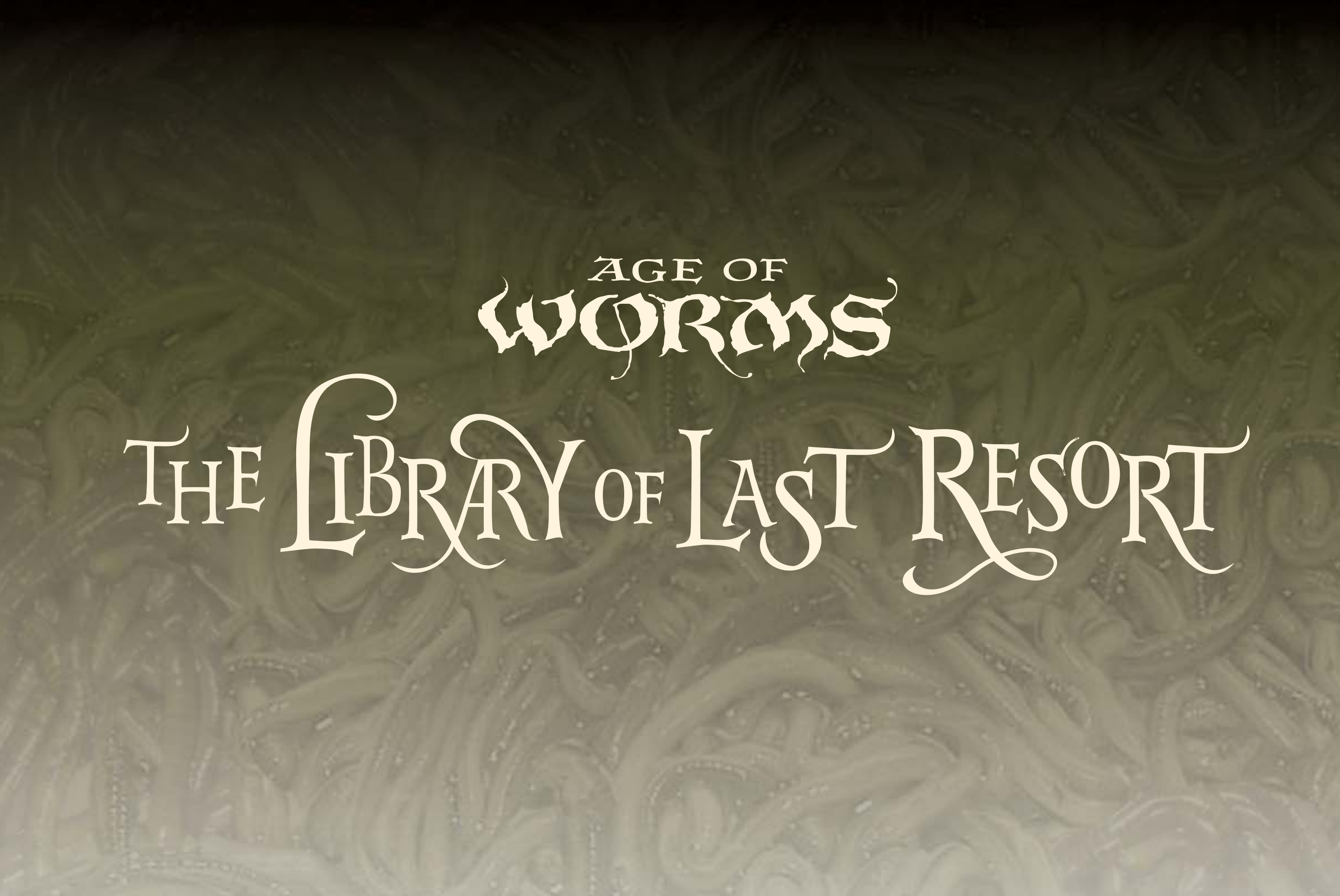
Joachim '05



AGE OF WORMS

THE LIBRARY OF LAST RESORT

The Order of the Storm once stood proud as a mighty enclave of druidic power, yet today their deeds and works are forgotten. Their only legacy is a swirling maelstrom of unthinkable power, a great storm that roils far from the shore over the Lake of Unknown Depths. A hell of rending winds, earth-shattering thunder, and scorching arcs of flesh-sizzling lightning, the tempest conceals within its swirling purple-black clouds a single mysterious island. The answer to a thousand mysteries as old as the world can be found in a hidden fountain on this island, contained in the waters of the *Fountain of Dreams*. It is here that knowledge of the location of Dragotha's stolen phylactery resides, and the PCs aren't the only ones who seek it.

"The Library of Last Resort" is a Dungeons & Dragons adventure designed for four 16th-level characters. It is also the ninth installment of the Age of Worms Adventure Path, a complete campaign consisting of 12 adventures, several "Backdrop" articles to help Dungeon Masters run the series, and a handful of poster maps of key locations. Your PCs should advance to 17th level at some point during this adventure, and by the end should reach 18th level. For additional aid in running this campaign, check out *Dragon's* monthly "Wormfood" articles, a series that provides additional material to help players survive the campaign. "The Library of Last Resort" is the first (and only) adventure in the Age of Worms to heavily feature wilderness exploration. High-level characters have a staggering array of options at their fingertips for exploration and travel, and issue #341 of *Dragon* outlines several of these.

BY NICOLAS LOGUE
BY JOACHIM BARRUM, STEVE PRESCOTT, AND EVA WIDERMANN
BY ROBERT LAZZARETTI
AGE OF WORMS CALLIGRAPHY BY DARLENE
ADVENTURE PATH | HIGH LEVEL (13TH–20TH) | WILDERNESS

Of course, you can also run "The Library of Last Resort" as a stand-alone adventure, or even as part of a campaign of your own design.

Adventure Backround

Long ago, an ancient sect of druids called the Order of the Storm defeated Kyuss and his undead legions, forcing him to retreat to his nighted prison and averting the Age of Worms in their time. Yet this battle was not without cost to the Order. The druids waged a bitter war against the Wormgod's writhing spawn, who were led in battle by the demigod's most dreadful minion, the dracolich Dragotha. The undead dragon culled most of the Order of the Storm's elders in combat, until finally (through guile, and at no meager cost) a selfless band of druids stole Dragotha's phylactery from his lair while the dracolich was leading Kyuss' interests elsewhere. The druids fled with their prize to a fortress nestled in the Rift Canyon. There, the Order secured the phylactery in a special vault to forever keep it from Dragotha and his minions.

Dragotha sensed the loss of his phylactery the instant it was sealed into this vault. Spurred by his sense of self-preservation, Dragotha abandoned Kyuss' army and fled the field, taking a significant group of his forces with him to seek those responsible and reclaim his essence before they destroyed it. The loss of Dragotha's leadership and his forces crippled Kyuss' army, and the Wormgod was forced to retreat.

The Order of the Storm did not long survive their victory over Kyuss. The demigod's cult proved even more dangerous after their god's defeat. These desperate remnants hunted the druids at every turn, murdering them one at a time until the few remaining elders were forced to flee to the isolated island of Tilagos in the Lake of Unknown Depths. There, far from the enemy's grasp, the last members of the Order of the Storm worked their final magic to forever preserve their lore. They created the *Fountain of Dreams*, and within its waters they placed the entirety of their order's history, knowledge, memories, and even their fears. To ensure that only like-minded creatures could access their legacy, the druids sacrificed themselves in a potent rite. The Order of the Storm set the island's interior apart from the world, and in so doing they were transformed into fey guardians of great power.

The location of Dragotha's phylactery is but one of countless secrets infused in the waters of the *Fountain of Dreams*. Tilagos Island has drawn the attention of thousands of explorers, loremasters and seekers of arcane power in the past, but the *Fountain of Dreams* remained undiscovered. Many claim the legend of the druids' "magic fountain" is no more than the cruel joke of some long dead historian.

Darl Quethos, Hand of the Lich-Lord, believes otherwise. A powerful cleric of Vecna, Darl even now nears landfall on the mysterious island. If he can only find the *Fountain of Dreams*, he knows that a vast array of forgotten secrets would become his own, and by extension, his god's. Darl is already much favored by Vecna, and is the current wielder of the infamous *Hand of Vecna*. He hopes that by recovering the secrets of the Order of the Storm, Vecna will reveal to him the only secret that matters: the location of the *Eye of Vecna*.

Adventure Synopsis

The adventure begins as the PCs meet the mysterious Lashonna in her Alhaster manor house. When asked what she knows about the Age of Worms and the wizard Balakarde (who went missing years ago in search of the secrets of Kyuss), she offers pages from Balakarde's journal and reveals that Kyuss' chief agent on the Material Plane is an undead dragon named Dragotha. Destruction of this dracolich may be the only way to prevent the Age of Worms, since without his general, Kyuss' armies and cults would quickly disband. In order to destroy Dragotha, Lashonna explains, the PCs must first recover his phylactery, and to do that, they'll need to find out where it has been hidden, since it was stolen away from the dracolich hundreds of years ago. Although the last of the ancient druids responsible for this feat have long since died off, legend holds that they hid their knowledge in the Library of Last Resort.

Lashonna reveals that this repository of knowledge is hidden somewhere on Tilagos Island, the final redoubt of these druids. The PCs travel to this mysterious island, where they discover a strange ruin. The maze hides the entrance to the island's interior, which resides in a remote demiplane known to the druids as Last Resort. Not long after, they are confronted by the wardens of Tilagos, powerful fey known as wild watchers. To impress the watchers and gain access to the Library of Last Resort, the party must best a cursed titan, survive an encounter with an elder nightmare beast, breach the depths of Doomshroud Forest, and retrieve a feather from a living roc. Only then can the PCs gain access to the Library's knowledge.

The "library" is in fact an artifact called the *Fountain of Dreams*. By drinking from the fountain, the PCs experience a vivid vision wherein they take part in a key battle 15 centuries past, defending an ancient vault from an assault of Dragotha's undead. When they emerge from the vision, the PCs realize this is where Dragotha's phylactery was hidden, but unfortunately for them, the *Fountain of Dreams* has vanished and the secret knowledge it contained has been returned to the world. What the PCs know now, Dragotha will soon learn, so they must hasten to claim his phylactery before he can reclaim it for himself.

Adventure Hooks

At the end of the previous adventure, "The Prince of Redhand," the PCs manage to finally meet Lashonna. The enigmatic woman revealed to them that she knew much of Balakarde and the Age of Worms, and invited them to visit her at Mistwall Manor in the city of Alhaster at their earliest convenience. You can set the date of this visit as you wish, perhaps allowing the PCs some down time to craft magic items, research spells, or continue to explore the City of Scoundrels (detailed in DUNGEON #131's backdrop, "Alhaster"). When the PCs decide to meet with Lashonna, begin with Part One.

If you wish to run "Library of Last Resort" independently from the Age of

We Don't Work For Vampires!

It's possible, if the PCs learn about Lashonna's true nature, that they'll refuse to meet with her. They may even hatch plans to sneak into her manor and try to kill her. If they decide to do this, all is not lost. Lashonna is an incredibly intelligent foe, and if she realizes that the PCs would rather track her down and kill her, she figures that they might just as easily be tempted to do the same to Dragotha.

If the PCs make public their intention to attack Lashonna before they encounter her, she quickly learns of their plans via one of her numerous agents in town. Rather than confront them, she abandons her manor (after relocating anything of real value) and leaves behind a number of undead minions to provide a token resistance against the PCs. She makes sure to leave behind documents that reveal Dragotha is the leader of Kyuss' forces, and that in order to destroy him someone would need to first destroy his phylactery. She also indicates in the documents that the location of his phylactery is unknown, and that Tilagos Island holds the key. By leaving these clues, she hopes the PCs end up seeking out Dragotha's doom anyway.

If, on the other hand, the PCs wait until they meet her to attack (possibly because during their discussion with her they discover her true nature via *true seeing* or a similar effect) and she is unable to talk them out of attacking her by trying to convince them that Dragotha is the greater danger, she tries to charm or dominate the party into doing her bidding. As a very old vampiric silver dragon, Lashonna is a CR 23 monster—she should have little problem defeating a party of 16th-level characters. Note that she doesn't try to kill off the entire party; she can still use them if she manages to defeat them without resorting to killing. If things look dire, she teleports to safety; even if she's reduced to 0 hit points, she can likely escape to her hoard and recover. In the meantime, she hopes the "victorious" PCs discover the documents in her manor that point the way to Tilagos Island.

It's unlikely, but possible, that Lashonna can be destroyed by the PCs. In this case, you'll need to adjust several encounters in the final Age of Worms adventure, "Dawn of a New Age," but having the PCs discover her documents about Dragotha, his phylactery, and Tilagos Island can put the campaign back on track.

Lashonna's statistics appear in issue #135 of DUNGEON; if you need to generate her statistics before then, consult pages 196–197 of the *Draconomicon* for rules on creating vampiric dragons.

Worms, you can use one of the following hooks to send your PCs to Tilagos Island.

- **The Answers You Seek**: The *Fountain* could serve as the solution to any great conundrum in your own personal campaign. The identity of a hidden mastermind, the genesis (and solution to) a centuries-long feud, or the location of a holy relic may only be attainable from the *Fountain of Dreams*. Alternately, the *Fountain* could hold the key to any mysteries in the PCs' backgrounds or family history. You need only alter Chapter Four of the adventure, creating a different final vision to better suit the situation in your campaign.
- **Dangerous Curiosity**: Someone the PCs know has traveled to Tilagos Island to uncover the secrets of the druids' power. Unfortunately, this friend isn't up to the task of surviving the terrors of the island, and the party must rush off in pursuit to save his hide.

PART ONE—THE SILVER SORCERESS

Lashonna's manor is the largest estate (not counting Zeech's palace itself) in Alhaster. Lashonna is in truth a very old vampiric silver dragon, and has been a key architect in the current condition of the town of Alhaster. Her advice to Prince Zeech (who values her as a trusted friend and adviser, but to his undying frustration never anything more than that) is the primary cause of the city's current troubles. Lashonna is also one of Kyuss' greatest minions, second only to Dragotha, and she has worked for the last 20 years to ensure that everything is right in Alhaster to usher in the Worm-god's return. Most of this information remains hidden from the PCs, although use of powerful divination magic like *commune* can reveal some of these secrets. If the PCs take these steps to investigate Lashonna's background, don't play coy. Reward them for their insight and use of powerful magic and feel free to reveal to them the truth of Lashonna's nature, although you should try to keep hidden her actual allegiance and devotion to Kyuss for now, if you can.

Lashonna asks the PCs to visit her at midnight, saying mysteriously that what she has to tell the PCs is not something the sunlit world wants to hear. The silver-haired sorceress arranges for the PCs to be picked up at any location in Alhaster and driven to her estate by her carriage and driver—a tall, gaunt half-orc named **Kelgorn** (LE male half-orc expert 2) who walks with a limp. He regards his lady's midnight visitors with a disapproving gaze, but says nothing to them. A DC 25 Sense Motive check is enough to notice that Kelgorn is charmed. This effect is, of course, one of Lashonna's methods of ensuring the loyalty of the help. The *charm monster* effect on Kelgorn functions at caster level 18th, but even if it is dispelled, Kelgorn remains loyal to Lashonna—fear is a powerful motivator. He actually knows little about Lashonna if the PCs get him to talk by making him friendly (his initial attitude is unfriendly, even if the charm is removed), but he does know she's a powerful spellcaster and not someone to be trifled with.

As the PCs arrive at Mistwall Manor, they are escorted through a luxurious courtyard of fountains and topiaries, into the front parlor, and are then led up a spiraling marble staircase to Lashonna's private study and reading room. As the PCs enter this luxurious chamber, read them the following:

The walls of this spacious, tastefully decorated study are filled with shelves of leather-bound tomes on a wide variety of topics. A large desk sits against the far wall, its surface empty save for a stack of tattered pieces of yellowed paper. The carpet is a deep shade of crimson, and arrayed on it in a semicircle before the desk are several high-backed chairs fitted with velvet cushions.

Lashonna waits here for the PCs, wrapped in a gold-trimmed gown of the very latest fashion and cut to accentuate her near-perfect figure. As the PCs enter, a delighted smile dances upon her scarlet lips before she dismisses her manservant. “You won’t be needed any longer Kelgorn, I’m sure I’ll be quite well attended to, with such pleasing guests to keep me company. Good night.” The half-orc withdraws with a stiff bow as Lashonna gestures to the chairs before her desk.

Once the PCs are settled, Lashonna apologizes again for the late hour but assures them that what she has to tell them will make the loss of their beauty sleep worthwhile. She indicates the tattered pages on the table, inferring that one of the PCs should take them as she says, “Balakarde’s journal, or what’s left of it, in any event. You’ll see he’s quite mad. Obsessed, the poor dear, and with worms no less. Tiresome. But please, look it over, and then we can talk.”

Give the PCs a chance to look over the fragments of Balakarde’s journal (reproduced as a handout). Once the PCs have digested the journal, Lashonna politely entertains their questions. To throw off paranoia and suspicion, she may feign a strong attraction to one of the characters. If Lashonna is complimented on her dress, she gushes: “I like to keep up with all the latest trends.” If anyone comments on her impressive collection of tomes, she is flattered: “I believe one should stay in tune with the past. It often helps us prepare for the future.”

Lashonna’s goal at this meeting is to convince the PCs that they need to stop Dragotha. She chooses her words carefully when she summarizes what she believes must be done to prevent the Age of Worms.

“It seems obvious that Dragotha intends to release Kyuss from his prison, and in so doing, usher in the Age of Worms. The solution seems obvious. A king without his commander is powerless. It’s taken Dragotha nearly 1,500 years to reach this point. Remove him now, and it will certainly be centuries before anything has a chance to release the Wormgod again.

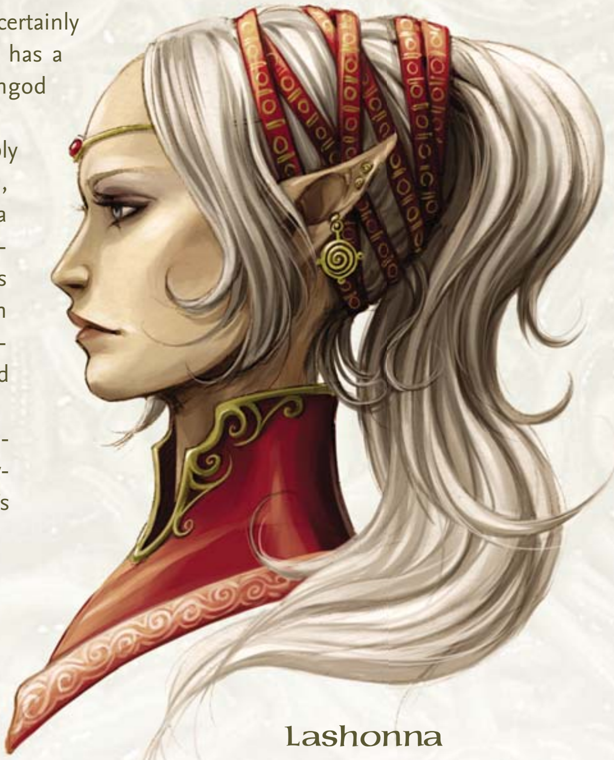
“Of course, one cannot simply waltz into a lich’s lair, kill him, and be done with it. Dragotha may not know where his phylactery is, but that doesn’t mean it’s useless to him. Destroying him before you destroy his phylactery is as good as finding it and handing it over to him.

“So your first order of business should be to find his phylactery and destroy it. And that’s where it gets complicated. I have no idea where it may be hidden. Obviously, neither does Dragotha, and that’s a good thing. Certainly, his doubt to its location is the main reason he hasn’t tried to simply destroy himself as a desperate way to discover its location.

“Balakarde left for the Wormcrawl Fissure, against my advice, intending to learn more about Dragotha. He never returned, but at least he had the foresight to leave his journal fragments with me. His journal and his disappearance have become something of a minor obsession of mine, I must confess. I’ve spent the last sixteen years, on and off, studying the lore of Kyuss, of Dragotha, and associated matters. And while I haven’t managed to determine where Dragotha’s phylactery is hidden, I do believe I know where that information might be found.

“As Balakarde mentions in his journal, the Age of Worms and Kyuss’ resurrection were stopped fifteen centuries ago by the Order of the Storm. Historians believe that the Order died out not long after this victory, hunted down and destroyed by the last surviving members of the cult of Kyuss. These records are incorrect. The Order instead retreated to their stronghold on a remote island in the Nyr Dyv called Tilagos.

“On this island there is a library of sorts, a repository of the Order’s lore. It has been sought for centuries by wizards, scholars, and explorers, for it is said to be filled with hundreds of years of history, memories, dreams, and of course secrets. Secrets are so valuable aren’t they, my darlings? Seems the longer they are kept, the more they’re worth. If a written account of the secret of what happened to Dragotha’s phylactery exists, it must certainly be there.



Lashonna

“Of course, there are complications—there always are, right? Before they built this library, the Order of the Storm drove a lasting bargain with primal elemental forces. They sacrificed their lives to whisk the island’s interior off the Material Plane. In its place is a barren rock surrounded by an ever-raging storm of such intensity that ships that approach within ten miles are invariably lost. The island itself appears on no maps, but the stories hint that the druids left a way for those in need to reach their secrets while at the same time warding the place away from the prying eyes of Kyuss’ undead fanatics.

“Worse, I’m afraid others have learned this as well, in part as an unfortunate result of my own research. I have a fair amount of competition in the arena of gathering and keeping secrets, and invariably word gets out that I’ve made a discovery. My enemies are always quick to nip at my heals. I speak, in particular, of a simpering dog of a man named Heskin who once served me. I’m afraid Heskin has been wooed from my

> side with promises of wealth and power, and has taken word of this discovery to a disreputable man indeed, a powerful priest of Vecna named Darl Quethos."

With this, Lashonna asks the PCs if they'd like to have a peek at Heskin and his new friends, producing a small lock of hair tied with a gold wire on a fine gold chain—she explains she "procured" this bit of hair from Heskin's barber, and hints that she's collected similar bits from all her competitors to aid in keeping up with their current plans. Assuming the characters are interested, she produces a scroll of *greater scrying* from her desk.

Heskin gets a DC 20 Will save to resist, although since Lashonna has a lock of his hair, he suffers a –10 penalty on his save, giving him a total Will save of –3, so chances are good the scrying attempt will be successful. If she successfully scries on Heskin, read the PCs the following.

> A tumultuous scene fades into view in the middle of the room for all to observe, along with the howling sound of an oceanic tempest. The image clears to show a deathly pale man lashed to a ship's mast with several coils of rope. Although details beyond a ten-foot-radius around Heskin are hazy and unclear, it's obvious that the ship is caught in a tremendous storm—the decks are awash in foamy water as both waves and driving sheets of rain torment the terrified man. Sounds of gruff sailors shouting commands and curses in Orc can be heard under the raging tumult of the storm, and now and then, frantic orc sailors move quickly into view and then back into obscurity as they busy themselves at securing the ship. At one point, two lithe, cloaked figures drop to the deck from the rigging on either side of Heskin. They are identically dressed in tightly wrapped silken scarves, small devilish horns sprouting from their heads. The cloaked figures spare condescending glances at Heskin, their eyes glowing faintly with infernal fire before they move out of sight toward the ship's unseen bow. Soon thereafter, a blazing red-skinned humanoid with an immense, bulging frame strides almost casually through the scene. The rain sizzles into steam as it strikes his burning skin. As he reaches Heskin, he looks down at the man and then looks toward the bow, crying out, "Darl! It looks like your pet might be taking on water!" With that, the creature explodes into a tremendous belly laugh. A few moments later, another two figures step into view. The smaller of the two is a shifty-eyed humanoid bird who wears a hooded cloak and carries a repeating crossbow. The other is a towering man clothed in flowing blue robes trimmed with eye designs. His cowl protects his face from the wind and his hands are obscured by long, rain-soaked sleeves. He squats before Heskin and speaks to him in a low voice, "Only a few hours more, Heskin, and we shall see if you live or die."
>
> Suddenly, the blue-robed man's head whips around to look directly into the scrying sensor. His face is pale but commanding, and twists into a snarl as he stands. "It seems we have guests, my friends," he says. "Perhaps allies of this cur?" He turns back to the bound man, and as he does he pulls back his left sleeve, revealing a rotten, black-nailed appendage that seems to writhe and twitch with its own life. "We can't have your friends watching us, so it seems your journey comes to an early end, Hesken!" The putrid hand unfurls and reaches out to caress Heskin's brow. Heskin shrieks in mortal pain as the fingertip freezes the skin it touches into an angry black scar. The blue-robed man then makes a fist and utters a single unintelligible word. As he utters the word, Hesken's eyes bulge, the cords in his neck throb, and he slumps against his bonds, dead. The scrying link is broken, and the image fades from view.

A DC 20 Knowledge (arcana or religion) or bardic knowledge check is enough for any observers to correctly identify the significance of the rotting hand—it is none other than the *Hand of Vecna*, a dreadful artifact capable (among other things) of creating a *blasphemy* effect, as the PCs just witnessed. Characters who received Vision 6 at the end of "The Spire of Long Shadows" recognize the man and the hand as the same cackling man and withered hand they saw as part of that vision.

After the vision, Lashonna returns to her seat, obviously a little shaken by the revelation that the *Hand of Vecna* has entered play. She's quick to recover, though, and uses the new knowledge to urge the PCs to make haste in their journey to Tilagos Island.

During the meeting, Lashonna answers any questions the PCs may have as best she can without tipping her hand; remember that her main goal is to get the PCs to take on the task of destroying Dragotha, and the logical first step in that plan is to go to Tilagos. Some possible questions the PCs might ask of her (and her responses) are given below.

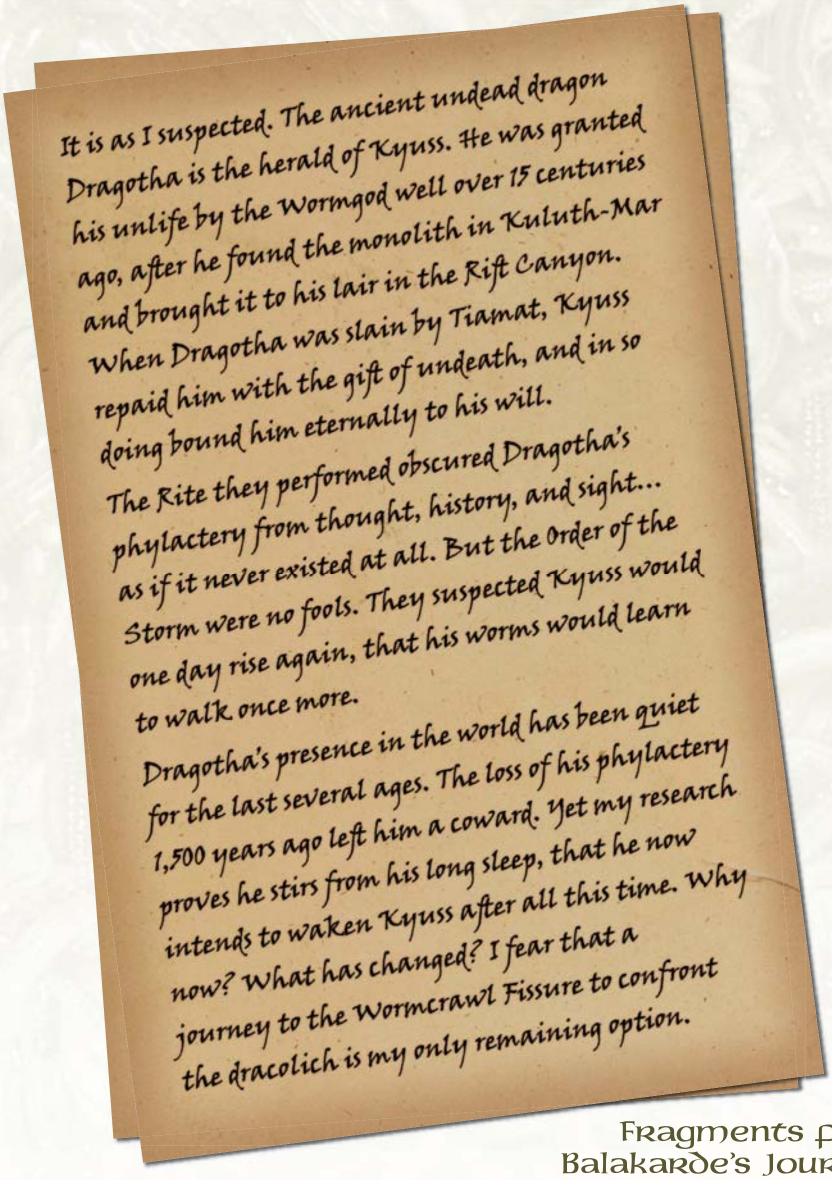
How did you come into the possession of Balakarde's journal? "He left it with me, sixteen years ago. I assume he meant to come back for it, but he never did. It's taken a beating in those sixteen years, but I've managed to preserve the key parts of its contents at least."

You're evil/a dragon/a vampire! Why should we trust you? "What I am shouldn't matter. I've spent years getting where I am, and I'm not about to see all that washed away by Dragotha, and neither should you. Take care of Dragotha, and if you still feel that I can't be trusted, you know where to find me."

Can you come with us, or send someone along to aid us? "I can't come with you for reasons of my own, and I'm afraid that any allies that I have simply wouldn't be of any help against the type of things your group has been facing lately. To tell the truth, I can't think of anyone other than your group that could have a chance against Dragotha."

Why can't Dragotha just kill himself to find his phylactery? "If he could be sure that such a gambit would be successful, he would certainly have done so. But since he hasn't, it's fair to assume he believes that doing so would be like walking into a trap. He's no fool; he would expect that if the Order of the Storm went through the trouble to steal his phylactery and do such a good job hiding it that they'd have something ready in case he tried something as desperate as self-destruction."

Where is Tilagos Island? "Tilagos Island is located in the northern reaches of the Nyr Dyv. It doesn't appear on most maps, but I happen to have some that



It is as I suspected. The ancient undead dragon Dragotha is the herald of Kyuss. He was granted his unlife by the Wormgod well over 15 centuries ago, after he found the monolith in Kuluth-Mar and brought it to his lair in the Rift Canyon. When Dragotha was slain by Tiamat, Kyuss repaid him with the gift of undeath, and in so doing bound him eternally to his will.

The Rite they performed obscured Dragotha's phylactery from thought, history, and sight... as if it never existed at all. But the Order of the Storm were no fools. They suspected Kyuss would one day rise again, that his worms would learn to walk once more.

Dragotha's presence in the world has been quiet for the last several ages. The loss of his phylactery 1,500 years ago left him a coward. Yet my research proves he stirs from his long sleep, that he now intends to waken Kyuss after all this time. Why now? What has changed? I fear that a journey to the Wormcrawl Fissure to confront the dracolich is my only remaining option.

Fragments from Balakarde's Journals

give its location. At least, its approximate location."

How can we get to Tilagos Island? "Oh my, if you need help with that, maybe you shouldn't be tangling with what awaits you there. Take a boat? Fly a dragon? Teleport? I'm sure you've got plenty of options available."

Getting to Tilagos Island

The route the PCs choose to reach Tilagos Island and the method of transport they choose to use is left firmly in their hands. The island itself is located about 20 miles from the northern shore of the Lake of Unknown Depths and approximately 100 miles to the west of Alhaster. Issue #341 of *Dragon* presents several options that high-level characters can take for overland travel.

Tilagos Island itself is constantly surrounded by powerful storms, to a radius of five miles. Travelers who wish to reach the island must contend with these constant hurricane-force winds. This storm is magical in nature, the product of an ancient ritual. As such, it resists attempts at control. A *control weather* spell automatically fails to calm the storm unless the caster makes a DC 30 caster level check (Darl tried to calm the storm in this manner but failed, and his ship and crew paid the price). A druid or a cleric with the Air domain gets a +10 sacred bonus on this check.

Feel free to add any encounters with sea monsters, rogue waves, sinking ships, or anything else that might spice up the journey, but eventually the PCs should catch sight of the barren, ragged shores of Tilagos Island.

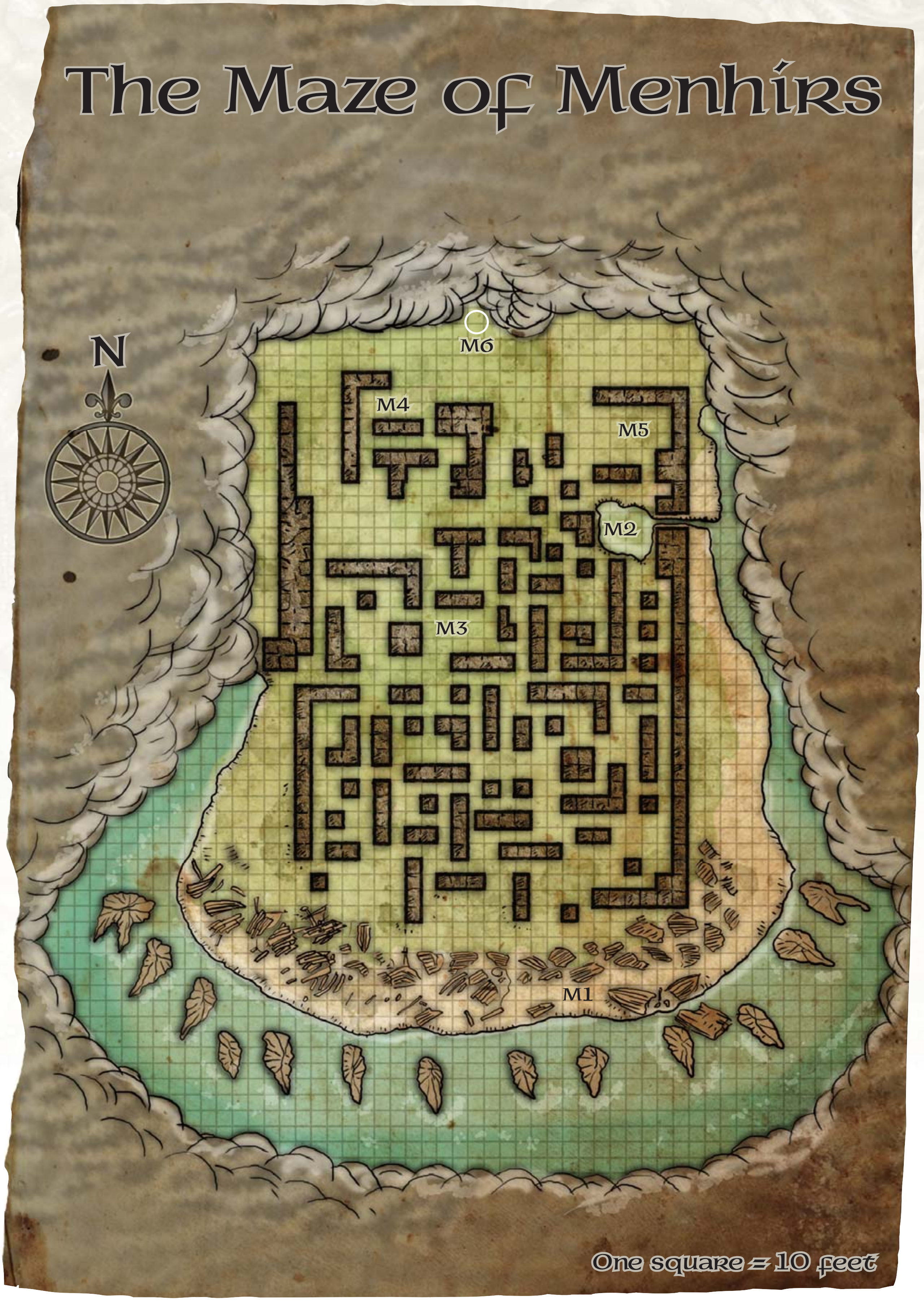
PART TWO—ISLAND OF STORMS

To casual observation, Tilagos Island is nothing to look at—it's little more than an inhospitable rock jutting from a tortured sea. The constant winds and driving rain have long since scoured anything resembling vegetation or even soil from the rocks, leaving nothing but jagged spires of twisted wet stone. The island itself is roughly oval-shaped, about a mile long and a half-mile wide. Its highest point is a jagged pinnacle 500 feet above sea level. Most of its coastline consists of intimidating 100-foot-high cliffs, with a single rocky beach on the eastern face. This beach holds the only unusual feature on the entire island—a maze of ancient black basalt walls and standing stones that rise out of sight into the storm above. These ruins are all that remains of an Order of the Storm complex that once served as the portal to the island beyond. Today, these ruins hide the entrance to the island's interior, brutally torn free of the Material Plane nearly 1,500 years ago and hidden in a demiplane of its own.

When the PCs arrive, they do so a few days after Darl Quethos's ship crashed against the jagged rocks that surround the beach. Darl abandoned his crew as he and his most trusted minions searched the ruins and discovered the portal to the island interior.

Allow the PCs to approach the beachhead and the ruins in any way they wish; apart from endless Balance checks to clamber over the slippery rocks on the rest of the island and Fortitude saves to resist being knocked around by the hurricane-force winds, there is nothing for them elsewhere on the island. The beachhead is the only part of the island that exists in a sheltered dome of relatively calm winds and constant rainy drizzle. The storm rages all around the beach (as indicated on the map), and roars above at a height of about 60 feet, but as long as the PCs stay within this zone, they avoid the surrounding maelstrom entirely.

The Maze of Menhirs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M6
M4
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M1
One square = 10 feet

M1. Shipwreck Beach (EL 17)

> The beachhead is littered with driftwood and the splintered ruin of well over a hundred ships. These skeletal wrecks crowd the rocky shoreline, a veritable city of barnacle-claimed vessels peopled with dead sailors. Broken skeletons wrapped in threadbare rags hang out of yawning breaches in the ships' hulls, and tattered sails whip in the fierce winds sweeping the shoreline. One ship stands out from these weathered hulks—a recent victim of the wind and rocks, although a victim nonetheless. This gigantic sailing cog lies broken in two against a jagged rock on the eastern edge of the beach. Beyond the shore, the rocky beach angles up slightly to an ancient maze of ruined walls and standing stones.

The recent shipwreck is that of the *Secret Hand*, the same ship that the PCs saw in the vision in Lashonna's study.

The ruins to the north are a natural place for creatures to seek shelter from the surrounding storm. As a result, they are quite dangerous, with several monsters living in an uneasy truce with each other. This adds an unintended wrinkle to the process of entering the extraplanar Tilagos Island interior, since the crystals required to activate the portal to the demiplane (area **M6**) are scattered throughout the ruins. The orcs that have taken shelter on this beach know about some of the monsters, but not about the crystals or the portal itself.

Creatures: A towering barbarian named Grogriss Spit-Eye was the captain of the *Secret Hand*, and he and those of his orc crew who survived the wreck have been all but abandoned here by Darl. The Vecnan cleric promised Grogriss that he'd come back in a few days to aid in their return to the mainland, but Grogriss knows better than to believe these lies. He had his crew salvage what supplies they could scavenge from the *Secret Hand* and the other wrecks, and now supervises a desperate attempt to rebuild the shattered ship.

ORC PIRATES (8) CR 8
Female and male orc barbarian 3/rogue 5
CE Medium humanoid
Init +3; **Senses** darkvision 60 ft.; Listen +12, Spot +12
Languages Common, Orc

AC 18, touch 13, flat-footed 15; improved uncanny dodge
hp 62 (8 HD)
Fort +6, **Ref** +8, **Will** +1; evasion

Spd 30 ft.
Melee *+1 greataxe* +13/+8 (1d12+10/x3)
Ranged mwk javelin +10 (1d6+6)
Base Atk +6; **Grp** +12
Atk Options Improved Overrun, Power Attack, rage 1/day, sneak attack +3d6
Combat Gear *potion of cure moderate wounds*

Abilities Str 22, Dex 16, Con 14, Int 12, Wis 9, Cha 6
SQ light sensitivity, trapfinding, trap sense +2
Feats Alertness, Improved Overrun, Power Attack
Skills Climb +12, Hide +12, Jump +12, Listen +12, Move Silently +12, Profession (sailor) +5, Search +12, Spot +12, Survival +7, Swim +3
Possessions combat gear, *+1 greataxe*, *+2 hide armor*, 4 masterwork javelins

Rage (Ex) While raging the pirates' statistics change as follows:
hp 78
AC 16, touch 11, flat-footed 13; improved uncanny dodge
Melee *+1 greataxe* +15/+10 (1d12+13/x3)
Ranged mwk javelin +10 (1d6+8)
Grp +14
Fort +8, **Will** +3; evasion
Abilities Str 26, Con 18
Skills Climb +14, Jump +14, Swim +5

GROGRISS SPIT-EYE CR 16
Male orc fighter 16
CE Medium humanoid
Init +9; **Senses** darkvision 60 ft.; Listen +0, Spot +0
Languages Common, Orc

AC 24, touch 15, flat-footed 19
hp 124 (16 HD)
Fort +16, **Ref** +14, **Will** +9

Spd 30 ft.
Melee *+1 adamantine greataxe* +23/+18/+13/+8 (1d12+10/x3)
Ranged *+1 speed composite longbow* +24/+24/+19/+14/+9 (1d8+11/19–20/x3) or *+1 speed composite longbow* +22/+22/+22/+17/+12/+7 (1d8+11/19–20/x3) or *+1 speed composite longbow* +16/+16/+16/+16 (1d8+11/19–20/x3)
Base Atk +16; **Grp** +22
Atk Options Improved Precise Shot, Manyshot, Rapid Shot
Combat Gear *oil of align weapon, potion of barkskin, potion of cure serious wounds* (2), *potion of protection from good*

Abilities Str 22, Dex 21, Con 15, Int 8, Wis 10, Cha 6
SQ light sensitivity
Feats Far Shot, Great Fortitude, Greater Weapon Focus (longbow), Greater Weapon Specialization (longbow), Improved Critical (longbow), Improved Initiative, Improved Precise Shot, Iron Will, Lightning Reflexes, Manyshot, Point Blank Shot, Precise Shot, Rapid Shot, Weapon Focus (longbow), Weapon Specialization (longbow)
Skills Intimidate +7, Profession (sailor) +5
Possessions combat gear, *+3 studded leather armor, +1 animated heavy steel shield, +1 adamantine greataxe, +1 speed composite longbow* (+6 Strength) with 15 adamantine arrows, 15 silver arrows, 15 cold iron arrows, and 15 arrows, *quiver of Ehlonna, belt of giant Strength +4, gloves of Dexterity +2, amulet of health +2, cloak of resistance +2*

Tactics: As soon as the orcs notice the PCs' arrival, they fan out among the wrecks in order to defend their temporary home. They aren't in the best shape for combat, but are ready to do what it takes to make sure that their efforts to escape the beach aren't ruined by newcomers. If the PCs attack, the orcs hurl their javelins at them and then move among the shipwrecks in an attempt to draw the PCs into ambushes with other hiding orcs. Grogriss Spit-Eye immediately takes cover and fires on the party with his bow, resorting to melee only if forced.

Development: If the PCs try to establish communication with the orcs (or if they capture some of them alive) they find that the orcs aren't really looking for a fight. Their initial attitude is unfriendly, but if made friendly they'll bring the PCs to talk to Grogriss (or, if he's been killed, any surviving orc). Grogriss can tell the PCs that he was hired by Darl Quethos a week ago to bring him and his henchmen to this stormy isle—the cleric paid them a lot of money up front for the task, and promised more once they arrived. Of course, the ship wrecked on the jagged rocks when they arrived, and Darl and his henchmen quickly entered the ruins to the north. Grogriss and some of his crew tried to explore the ruins not long after, but were forced to retreat when they were attacked by monsters—creatures Grogriss describes as "loud, angry rocks with lots of ropes." All of the orcs fear Darl, as they have seen him and the *Hand of Vecna* in action and know they're no match for him.

M2. Pool of Red Crystals (EL 16)

A murky tidal pool thick with moldering driftwood and clumps of seaweed fills this bowl-shaped opening in the ruins. Growing from this tangle of wood and water is an immense black plant. Its roots coil out through the surrounding water and its twisted trunk supports eight rubbery-looking dark branches that sway gently in the wind.

This tide pool holds one of the three types of crystal needed to activate the portal in area **M6**. The crystals grow along the bottom of the 50-foot-deep pool of water in a 20-foot-square bed. The crystals themselves glow with a faint flickering red light, which makes them easy to notice for anyone who enters the murky water and approaches within 10 feet. Beyond this range, it's a DC 15 Spot check to notice the glowing crystals—this DC increases by one for every additional foot beyond 10 feet. From above the surface of the pool it's a DC 55 Spot check to notice them.

Creatures: The strange and ominous plant floating on this pool's surface is in fact a dangerous predator called an octopus tree. These intelligent carnivorous plants float on ocean currents near shipping lanes where they hunt for food; this octopus tree drifted too closely to the storms surrounding Tilagos and was swept into this calm section of the storm. The monster has no wish to brave the storm again to escape, and despite the relatively lean pickings here has remained in this area for many months. It waits for creatures to come within its reach before it whips into life (incidentally triggering its frightful presence). If assaulted by creatures at range, the octopus tree responds with *call lightning*, *repel wood* (works well against enemies using wooden weapons and shields), and *walls of thorns* to split apart its enemy.

ADVANCED OCTOPUS TREE **CR 16**
NE Gargantuan plant
Fiend Folio 130
Init +0; **Senses** low-light vision; Listen +4, Spot +19
Aura frightful presence (30 ft., DC 26)
Languages Common (cannot speak)

AC 30, touch 2, flat-footed 30
hp 299 (26 HD); regeneration 10
Immune acid; plant traits
Fort +22, **Ref** +4, **Will** +10

Spd 10 ft., swim 50 ft.
Melee* 8 tentacles +25 (4d6+19/19–20) and bite +19 (4d8+12/19–20)
Space 20 ft.; **Reach** 20 ft.
Base Atk +19; **Grp** +45
Atk Options Cleave, Power Attack, improved grab (tentacle, bite)
Special Atk swallow whole
Spell-Like Abilities (CL 14th)
At will—*diminish plants, entangle* (DC 14), *obscuring mist, plant growth, warp wood* (DC 15)
3/day—*call lightning* (DC 16), *repel wood, wall of thorns*
*Includes adjustment for 5-point Power Attack

Abilities Str 38, Dex 3, Con 26, Int 8, Wis 15, Cha 16
Feats Alertness, Cleave, Improved Critical (bite, tentacle), Improved Initiative, Improved Natural Attack (tentacle), Power Attack, Quicken Spell-Like Ability (*warp wood*), Weapon Focus (tentacle)
Skills Spot +19, Swim +36

Frightful Presence (Ex) All creatures that have fewer than 26 Hit Dice must make a DC 26 Will save each round they remain within 30 feet of the octopus tree or become shaken as long as they remain in this area. A successful save leaves that opponent immune to that octopus tree's frightful presence for one day.
Improved Grab (Ex) To use this ability, the octopus tree must hit with a tentacle or bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and automatically deals bite damage on any succeeding round during which it maintains this hold.
Regeneration (Ex) An octopus tree takes lethal damage from fire and cold.
Swallow Whole (Ex) The octopus tree can attempt to swallow a Large or smaller foe it successfully grapples with its bite attack. Once inside, the opponent takes 3d6+14 points of bludgeoning damage and 2d6 points of acid damage per round. A swallowed creature can cut its way out using a light slashing or piercing weapon to deal 20 points of damage to the internal cavity (AC 26). Once the creature exits, muscular action closes the hole. An octopus tree's internal cavity can hold 1 Large, 4 Medium, or 16 Small or smaller opponents.

Treasure: In addition to the swath of crystals on the pool's bed, the remains of several sailors, pirates, and explorers who have wrecked on Tilagos and stumbled into the reach of the octopus tree await discovery there as well, although they are covered with a thick layer of silt. A DC 30 Search check turns up mostly rotten and decaying equipment, although one decomposed skeleton still bears a *scabbard of keen edges* with a *+2 anarchic longsword* sheathed within. Another algae-plastered corpse wears *druid's vestments* and *slippers of spider climbing*, and clutches a *strand of prayer beads* (with a *bead of blessing*, *bead of karma*, and a *bead of smiting*).

M3. The Forest of Stony Teeth (EL 17)

The ruins here are complicated with a new feature; numerous spindly stone stalagmites fill the area. The rocky growths are carved with strange slash-like glyphs along vertical lines, but seem to have no other purpose. A small tangle of green glowing crystals grows from the base of a stalagmite near the center of this area.

The runes on the stalgmites are written in Druidic—their topics vary wildly. Some of them detail aspects of the natural world like local weather patterns or the eating habits of sharks, while others are simply gibberish. The stalagmites around the exterior of this area contain various narratives like chapters in an ongoing history, but on the stalagmites toward the center of the forest of stone spires, the glyphs are arranged in chaotic nonsensical patterns and many of the ideograms seem warped, their meaning difficult to discern. The green crystals that grow at the base of the central stalagmite are one of the three types of crystals needed to open the portal at area **M6**.

Creatures: These stalagmites are actually the product of a bizarre experiment the druids engaged in centuries ago. At one time, they had hoped to find a way to continue recording the history of the natural world long after the death of their order. They combined powerful divination and transmutation magic to create a new species of roper that would propagate young bearing accurate accounts of the times encrusted on their stony hides. The experiment failed. The offspring's glyphs range from inaccurate accounts to senseless combinations of ideograms and warped runes whose meaning is impossible to fathom. Although this experiment eventually inspired the creation of the *Fountain of Dreams* (a much more successful method of storing knowledge), the Order of the Storm abandoned their roper project several years before they battled Kyuss.

Only eight of these unusual ropers still live, although they are horribly inbred and lack the strange intelligence that most ropers posses. They do retain their instinctual need to catch and eat anything they see.

Ropers (6): hp 85 each; Int 2; Skills Climb +4, Hide +10 (+18 in stony or icy areas), Listen +5, Spot +5; *Monster Manual* 215.

M4. Krekie's Camp (EL 17)

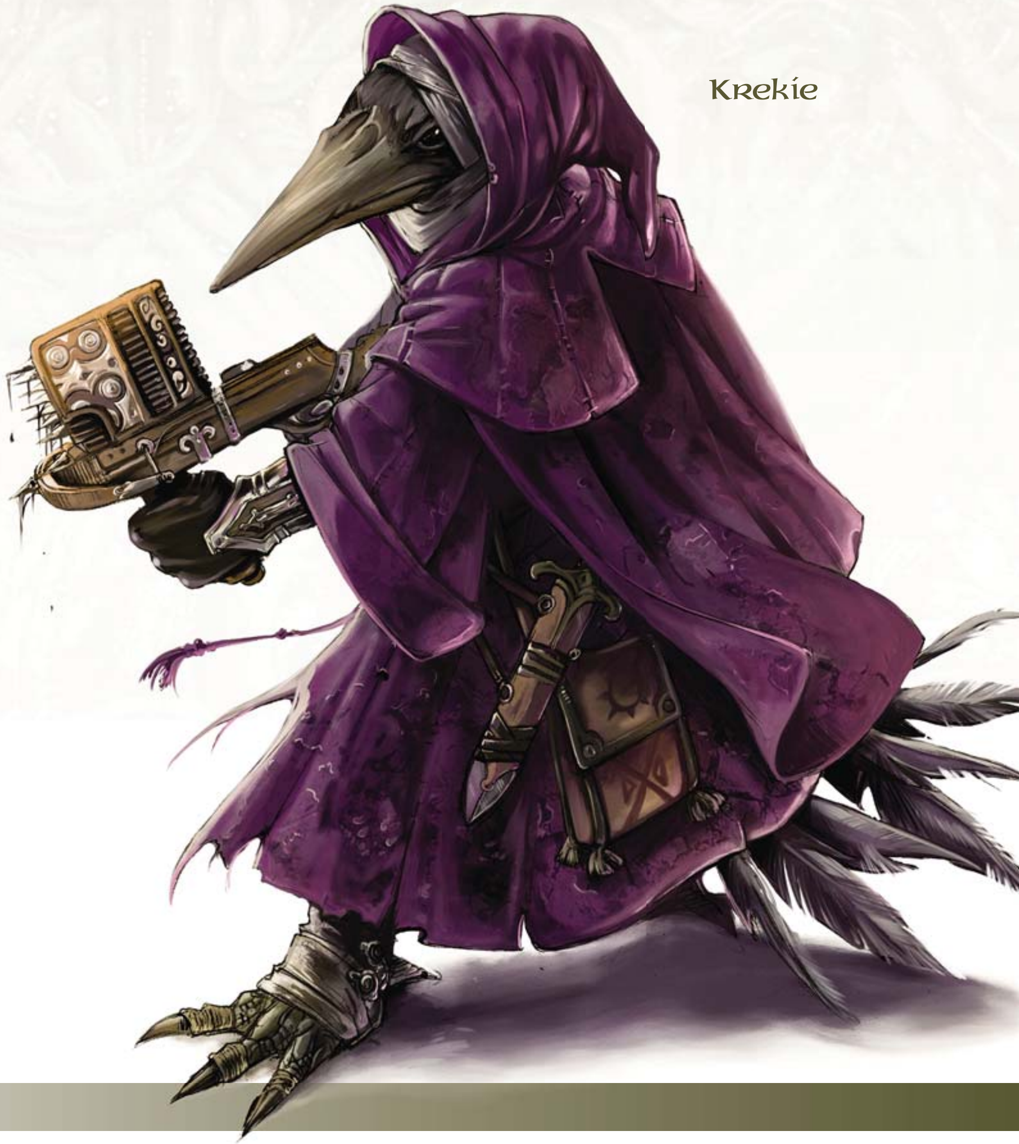
This section of the ruin seems more dilapidated than the rest; an entire section of wall to the south here has collapsed into a sizable mound of broken stone at some time in the distant past.

Although the pile of rubble along the south certainly looks solid, it is in fact a *permanent image* of a pile of rubble placed here by Krekie, Darl Quethos' assassin minion (she used a scroll of *permanent image* to accomplish this feat). Anyone who interacts with the illusion can attempt a DC 19 Will save to discern the truth. The area within the illusion has been claimed by Krekie as her campsite—anyone who can see through the illusion can see the kenku's simple campsite consisting of a bedroll and an unlit campfire.

Creatures: Darl Quethos knows someone's been spying on him, and assumes it was Lashonna (he knew of her connection to Heskin). Concerned that she's after the Library of Last Resort as well and probably sent agents of her own, Darl asked Krekie to stay here on the beach and watch for anyone who tries to follow. Krekie's a bit annoyed at not being able to accompany the others into the island interior, but the opportunity to murder a few PCs is enough to keep her interest.

Krekie spends a fair amount of her time slinking through the ruins, keeping an eye out for signs of intruders, so there's only a 40% chance she's actually here when the PCs arrive. If she's not, she returns here within the hour and likely notices any signs that visitors have been here.

Moments after Krekie hatched from her egg, her nest of kenku was wiped out by a band of human rogues and assassins. The leader of these killers, a man named Skravor, found Krekie and decided to keep the pathetic kenku as a pet. Krekie's penchant for stealth and murder surprised and pleased her new "father." Skravor enjoyed the irony of training the hatchling of his former



Krekie

enemy as an assassin in his own guild, until he made the mistake of sending her after Darl Quethos. Darl captured Krekie, but saw great potential within her cold avian eyes. He offered to explain the greater mysteries of the universe to her in return for her loyalty. The first secret he revealed was the truth behind Krekie's "adoption." Krekie was enraged, and slew Skravor and his entire guild in a night of red ruin to avenge her family's death. She returned to swear allegiance to the Hand of the Lich-Lord. The scurrilous kenku has since become a fanatical follower of Vecna. Krekie believes this mission to Tilagos to be the greatest achievement of her life and is giddy to play any part in its success.

KREKIE **CR 17**
Female kenku rogue 6/ranger 1/assassin 10
NE Medium humanoid (kenku)
Init +5; **Senses** low-light vision, Listen +11, Spot +11
Languages Common, Ignan, Infernal, Kenku

AC 26, touch 16, flat-footed 21; Dodge, Mobility; improved uncanny dodge
hp 96 (111 with *false life*) (17 HD)
Fort +11 (+16 vs. poison), **Ref** +21, **Will** +8; evasion

Spd 30 ft.
Melee *sword of subtlety* +18/+13/+8 (+22/+17/+12 sneak attack) (1d6+1/19–20 [1d6+5/19–20 sneak attack])
Ranged *+1 repeating light crossbow* +18/+13/+8 (1d8+1/19–20 plus poison [DC 18, 1d6 Str/1d6 Str])
Base Atk +12; **Grp** +12
Atk Options Spring Attack, death attack (DC 25), favored enemy +2 (humanoid [human]), sneak attack +8d6
Combat Gear flask of dragon bile poison (4), Large scorpion venom (10 doses), scroll of *hallucinatory terrain*, scroll of *mirage arcana*, scroll of *permanent image* (2), *wand of cure light wounds* (47 charges), *wand of darkvision* (17 charges), *wand of mirror image* (27 charges)
Assassin Spells Known (CL 10th)
4th (3/day)—*dimension door, freedom of movement, glibness, greater invisibility*
3rd (4/day)—*deeper darkness, false life, magic circle against good, nondetection*
2nd (4/day)—*fox's cunning, invisibility, pass without trace, spider climb*
1st (4/day)—*feather fall, jump, obscuring mist, true strike*

Abilities Str 10, Dex 20, Con 14, Int 16, Wis 12, Cha 8
SQ great ally, hide in plain sight, mimicry, poison use, trapfinding, trap sense +2, wild empathy +0
Feats Ability Focus (death attack), Dodge, Exotic Weapon Proficiency (Repeating Crossbow), Mobility, Spring Attack, Track, Weapon Finesse
Skills Balance +12, Bluff +4, Concentration +18, Disguise +4 (+6 acting), Escape Artist +18, Hide +35, Jump +7, Listen +11, Move Silently +35, Spot +11, Survival +8, Tumble +15, Use Magic Device +18
Possessions combat gear, *+3 improved silent moves leather armor, +2 mithral buckler, sword of subtlety, +1 repeating light crossbow* with 40 bolts, *amulet of natural armor +1, ring of protection +1, gloves of Dexterity +2, headband of intellect +2, boots of speed, cloak of resistance +2, ring of chameleon power*

Great Ally (Ex) When successfully aided on a skill check or attack roll by an ally, or when aiding another, a kenku applies or gains a +3 bonus on its check or attack roll (instead of the normal +2 bonus). Furthermore, a kenku gains a +4 bonus on attack rolls against an opponent flanked by an ally.
Mimicry (Ex) A kenku can perfectly mimic familiar sounds, voices and accents. This ability does not enable the kenku to speak languages it can't normally speak. To duplicate a specific individual's voice, a kenku makes a Bluff check; a listener familiar with the voice being imitated must succeed on an opposed Sense Motive check to discern that the voice isn't genuine.

Tactics: Once Krekie knows the PCs are in the area, she seeks them out under the cover of invisibility and stalks them. If anyone sets out on their own or becomes separated from the rest of the group, she tries to assassinate that PC. If she fails to kill him, she attempts to escape; Krekie has no interest in getting into a fight with a group of adventurers all at once. If the PCs move through the portal in area **M6**, she follows them a few minutes later (she relies on Use Magic Device to get through the portal, and doesn't know about the proper way to activate it using the crystals). She continues to stalk the party through the island interior, attempting to pick them off one at a time as they stray too far from the group. She only reveals herself and attacks the entire group when they finally confront Darl.

Development: Krekie is a complete and utter zealot, and cannot be reasoned with unless she is magically controlled. A charmed or dominated Krekie can be an excellent source of information about Darl and his other minions. She knows he's here to uncover a wealth of hidden secrets, but knows little else about the island interior.

M5. Crystal Pedestal

What once may have been a collection of four impressive statues of marble and basalt has been reduced to a pile of shattered rubble. Fragments of the statues lie in heaps throughout this area.

These four statues were actually golem-like guardians of one of the crystal beds required to trigger the portal in area **M6**. Darl and his crew came too close to this area on their passage through the ruins and attracted the golems' attention. The resulting battle was intense, but the Vecnans managed to defeat the golems without taking any casualties.

A DC 20 Search of the area reveals traces of blood sheltered from the constant drizzling rain by an overhanging rock, indicating a battle took place here. A DC 25 Search check notices a strange flickering blue glow coming from below the fallen torso of one of the statues. The torso weighs 500 pounds; if it is moved, the ground below is revealed to be a swath of shattered blue crystals. These are one of the three crystals required to activate the gate at area **M6**, although none of them are whole anymore and they must be repaired with a *make whole* or similar spell (*mending* is insufficient to do the job) before they can be of use. *Stone shape* cast upon the crystal bed can shape a new crystal into the right size and shape from the existing fragments, and a skilled jeweler can make a DC

25 Craft (gemcutting) check to repair a damaged crystal (this takes an hour of work). Other solutions can work as well, as you see fit.

M6. Portal of Storms

A circular disc hewn from obsidian lies here, its rim decorated with strange runes. At three points around the disc's circumference, stylized eyes have been carved, each with a shallow hollow carved within to represent the pupil.

The runes on this disc repeat a simple phrase in Druidic: "Return my eyes to me, and I shall gaze through the storm." This disc is in fact the portal to the demiplane of Last Resort. The proper way to activate the portal is to gather three crystals from their beds scattered throughout these ruins and place them in the eye sockets (the order doesn't matter). Doing so causes the runes along the disc's rim to glow with the colors of the gemstones, these colors fading into each other as the runes wind around the circle toward the next crystal in line.

At this point, the obsidian disc generates a potent field of multiple *antipathy* effects. This field affects all creatures who do not possess a neutral component to their alignment (lawful good, chaotic good, lawful evil, and chaotic evil creatures). Affected creatures suffer as if affected by *antipathy*.

Undead who attempt to use the portal are faced with an additional challenge. Any undead creature that tries to pass through the portal must also make a DC 20 Fortitude save or take 20d6 points of positive energy damage and be thrown 1d10×10 feet away from the portal; success halves the damage done and allows access to Last Resort.

There is a way to bypass much of this, however. A series of three or four Use Magic Device checks (three consecutive successful DC 25 Use Magic Device checks to trigger the three crystal eyes by activating them blindly followed immediately by a DC 30 Use Magic Device check to emulate a neutral alignment, if necessary) are enough to activate the portal as well.

Once the portal is activated, it remains so for one minute before it deactivates. If the portal was activated using crystals, the crystals themselves are consumed as the portal deactivates. Any creature standing upon the portal's surface is immediately transported into the demiplane of Last Resort.

PART THREE: THE TILAGOS TRIALS

The demiplane of Last Resort is a relatively small world, a finite space adrift somewhere behind the Ethereal Plane. Last Resort consists of an ocean without a shoreline that surrounds a single island—Tilagos Island, as it appeared 1,500 years ago before the Order of the Storm transported it from the Material Plane to here. A character who travels too far out to sea in one direction away from the island finds himself approaching the island from the opposite side; this warping effect occurs at a distance of 5 miles from Tilagos. Characters who fly straight up find that no matter how far up they fly, they can never fly further than a mile from the surface of the sea below. Likewise, those who swim into the sea's depths find no sea bottom; the submerged island slopes extend downward forever, but a swimmer finds it impossible to swim further than a mile down. The island itself is fairly sizable; much larger than its coastline on the Material Plane would suggest.

Although Last Resort is connected to the Ethereal Plane and the Elemental Planes, it has no connection to the Astral Plane or the Plane of Shadow. As a result, the following spells do not function in Last Resort: *astral projection, dimension door, greater shadow conjuration, greater shadow evocation, greater teleport, shades, shadow conjuration, shadow evocation, shadow walk, teleport, teleport object,* and *teleportation circle*. Creatures cannot be summoned from either of these planes using magic. Spells that establish planar connections (such as *commune, contact other plane, gate,* and *plane shift*) function normally.

As a part of the ritual that created Last Resort, the druids infused the demiplane with positive energy to ward it against the servants of their nemesis. As a result of this infusion, Last Resort is a riotous explosion of life in all its forms. Colors are brighter, fires hotter, noises louder, and sensations are more intense throughout the island. No undead creature may be created anywhere on the demiplane, and any undead creature that travels there loses its Wisdom and Charisma scores and is treated as an inanimate object for as long as it remains in Last Resort.

In all other regards, the plane of Last Resort functions identically to the Material Plane. The sky above is constantly overcast, but the day/night cycle behaves the same as on the Material Plane (even though the sun, moon, and stars are never seen). Time passes normally, although there are no seasonal shifts. The temperature fluctuates slightly, but never moves further than five degrees from the baseline of 65° F.

Travelers who come to Last Resort via the portal at area **M6** appear on a similar obsidian disc in the center of the island. This disc is a portal that functions automatically for all creatures that used the portal in area **M6**; it does not function at all for a creature that is native to Last Resort or one that arrived here via a different means. A character activates the return portal simply by standing on the disc and willing the portal to open as a free action.

When the PCs arrive in Last Resort, read them the following description.

The sudden shift in environment is shocking and overwhelming for a moment. The sound of the raging tempest is gone, replaced by a gentle wind carrying birdsongs and the drone of buzzing insects. The sky above is overcast, yet it doesn't seem ready to storm.

The edge of a sprawling black forest, dense and overgrown, fills the view in one direction. Tall trees sag with branches heavy with moss, their dark eaves dropping to the ground in some places. From within comes a cacophony of insects and singing birds. Now and then, a ghostly green glow appears within, only to fade moments later, as if whatever creature was generating the light was afraid to be seen.

> In the other directions grassy hills rise. Opposite the forest, these hills eventually become a range of rocky, barren mountains. A flash of brilliant lightning ignites the sky above the mountains for a moment, and the distant peal of muted thunder echoes down the slopes a few moments after.

When the last surviving members of the Order of the Storm sacrificed themselves to hide Tilagos Island and the *Fountain of Dreams* in the demiplane of Last Resort, they did not truly die. Instead, their bodies and souls were swept up by the powerful magic, and once the ritual was complete, the druids were reincarnated into this new realm as powerful fey. These are the wild watchers, and they are as one with the realm of Last Resort. These new monsters are detailed in the Appendix.

When the PCs arrive, the wild watchers sense their arrival immediately. As they did with Darl several days before, the four surviving wild watchers immediately seek out the PCs, using *transport via plants* to step out of nearby pine trees. The four watchers make no attempt to hide their appearance from the PCs, but neither do they threaten them. The wild watchers give the PCs a moment to react to their appearance, their elemental standards writhing behind them. If the PCs attack them on sight, the four wild watchers bring their full powers against the group. The wild watchers do not fight to kill; rather, they seek to incapacitate and capture the PCs. If the PCs manage to kill all four wild watchers, they have unknowingly destroyed their only point of access to the *Fountain of Dreams*.

Assuming the PCs don't attack the four fey guardians, one of them steps forth to address the group.

> "I am Tylanthros, guardian of this realm. We are the Last Resort, as surely as the trees and stones and sea and air around you. We protect the secrets of this island from all trespassers. You have mastered the portal of storms, and therefore must be brave, but it remains to be seen if you belong here at all. Why have you come to Last Resort?"

Allow the PCs a chance to reply in any way they see fit. Tylanthros accepts any response not calculated to offend him at face value (if the PCs say they're here to raze the land or something like that, he and the other wild watchers attack at once). If the PCs mention they seek knowledge of Dragotha's phylactery, Kyuss, or the Age of Worms, the wild watchers have no visible reaction. They are simply the guardians of this realm, and know nothing of the secrets that are contained in the *Fountain of Dreams*. If the PCs say they're looking for a library, or knowledge, or something similar, a smile plays across Tylanthros's lips. Once the PCs have stated their purpose here, he replies.

> "You seek the Fountain, although you do not yet realize it. The Fountain of Dreams is linked to all things in Last Resort. The earth, the dark trees of the Doomshroud, the clouds above, my life and that of my brothers are a part of it. If the waters are consumed, the Order of the Storm's rite is undone. The secrets kept from the world will be released, and the great creatures of legend imprisoned here on this isle shall be unleashed upon the Material Plane once more. You say you are heroes? This remains to be seen. Accomplish four tasks and prove yourselves to be the heroes of old returned. The Fountain shall not be despoiled lightly."
>
> The strange creature looks at his four brothers, then back to you. "The Fountain of Dreams shall know those destined for its gifts in but one way. It will know them by the Trials of Tilagos. Survive these trials, and you may slake your thirst on what you seek. Fail, and Last Resort shall be your grave. I am Tylanthros, and the first trial is the Claiming of Krathanos's Golden Belt."
>
> A second of the quartet of creatures speaks up next. "I am Beskawahn, and the second trial is the Silence of the Doomshroud's Mournful Song."
>
> The third speaks. "I am Thadimar, and the third trial is the Death of the Thorn Vale Nightmare."
>
> Finally, the last creature speaks. "I am Sayren-Lei, and the final trial is the Harvest of the Living Feather of the Roc King."
>
> Tylanthros speaks again. "These trials complete, return here and we shall show you the Fountain of Dreams. Until then, we shall watch. And wait."

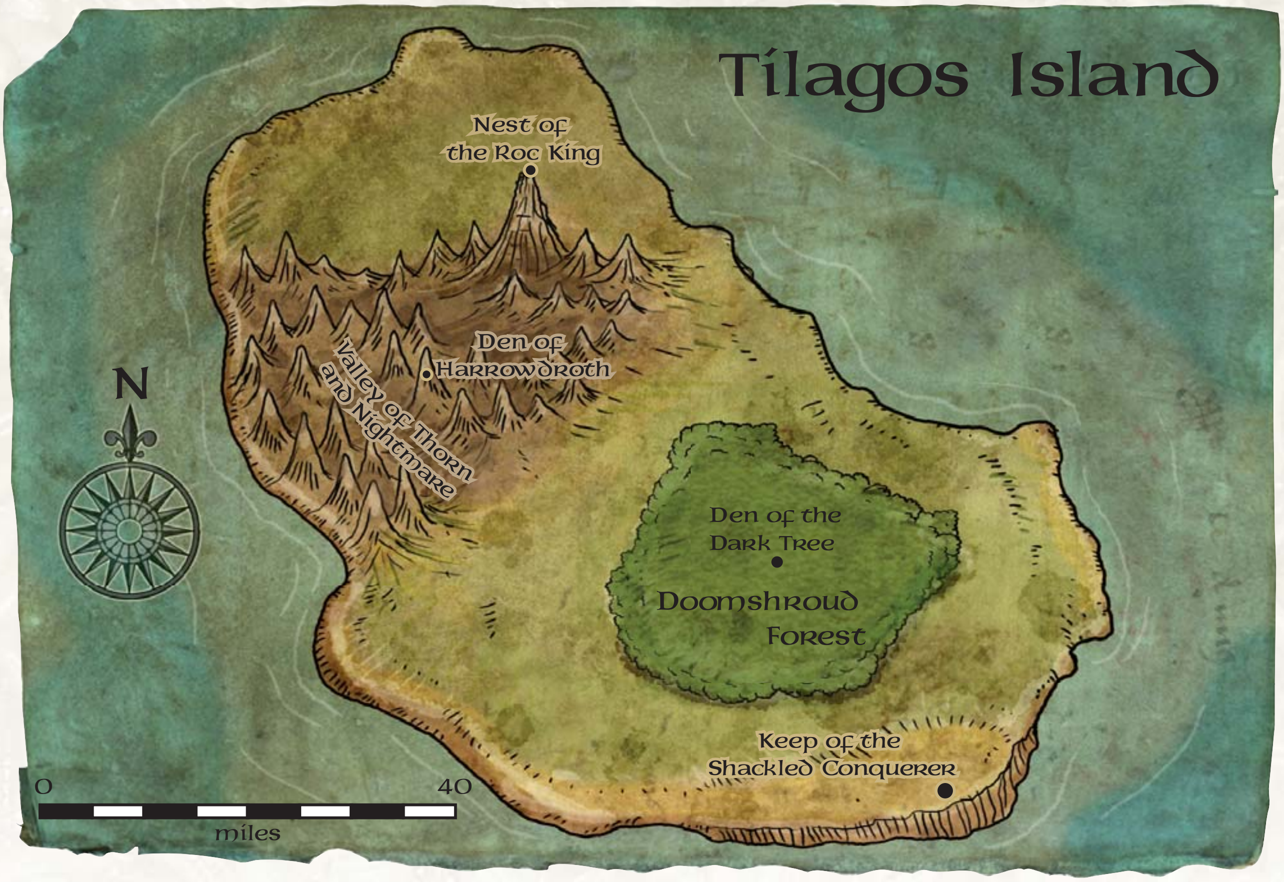
The wild watchers immediately leave the area using *transport via plants* again, but if the PCs can make a DC 30 Diplomacy check (with a –10 penalty for having to rush as a full-round action), they can convince the wild watchers to stay for a few more moments to answer some questions. They remain close-lipped on most subjects, but if the PCs inquire about other recent visitors to the island, Tylanthros responds as follows.

> "You speak of the Hand of the Lich-Lord. He has come to Tilagos with his flock, seeking knowledge as you do. Even as you linger, they seek to complete the tasks we have named. If they outspeed you, then the secrets of the Fountain are theirs. Who claims the secrets of the Fountain matters little to us, for once these secrets are claimed our role in Last Resort has come to an end."

Once the wild watchers depart, the PCs are free to explore Tilagos Island as they wish. The four trials are detailed below: they may be attempted in any order. Although there's an implied race against time, in fact the PCs have little to fear from Darl and his followers. The Vecnans tried to wrest away Krathanos' belt and failed, and then moved on to secure the feather of the Roc King. Eventually the PCs will encounter Darl, as detailed at the end of this part of the adventure.

Additional Encounters on Tilagos

The PCs should initially have little to go on regarding where they'll need to go to accomplish the four trials set before them by the wild watchers. Divination spells like *commune*, *contact other plane*, and *commune with nature* are an excellent source of information about the trials and Tilagos Island itself, provided the PCs ask the right questions. If the PCs are in range, *locate object* and *locate creature* can aid in divining the location of their targets (once they learn who and what they are). *Find the path* leads



the way to specific locations, and can be used to find the best route to the Keep of the Shackled Conqueror (trial 1), the Grove of Night (trial 2), Harrowdroth's Den (trial 3), or the Nest of the Roc King (trial 4), once the PCs learn the names of these locations from divination spells or local denizens.

As the characters move about the island, feel free to have them encounter the natural denizens of Tilagos Island. The druids of the Order of the Storm populated their island with numerous dangerous monsters for many reasons. In most cases they were merely relocating menaces they didn't wish to kill from locations where they were causing problems, but in a few cases, the monsters of Tilagos are remnants of guardians once used by the druids who have, in the 1,500 years since the Order's death, reverted to their true and feral natures. Apart from these dangerous monsters, Tilagos is ripe with normal animal life. Wild horses, antelopes, bison, and even a few lions, elephants, and rhinos roam the open plains. The Doomshroud forest is home to countless snakes, birds, tapirs, and jaguars. The highlands are populated by dark-furred mountain goats, yaks, condors, and dire bears. Even the seas surrounding the island are full of animal life.

This section provides several sample encounters with the indigenous life of Tilagos. Use them to give the PCs a challenge as they make their way across the island in search of one of their four trials, to provide them with additional experience or loot, or even to subtly point them in the right direction to their goal if they grow confused or impatient. Finally, you can use these encounters as templates to generate additional encounters of your own design.

Displacer Beast Attack! (EL 16)

The Order of the Storm kept a half-dozen trained displacer beast pack lords as guardians, but over time these creatures escaped their kennels and bred true. The displacer beast pack lords have become one of the primary predators of the island, preying on all of Last Resort's wildlife. They won't hesitate to add the PCs to the list of prey if they encounter them. The pack lords travel in groups of four, and can be encountered anywhere on Tilagos.

A character with Track can attempt a DC 25 Survival check to note the presence of displacer beast tracks as soon as the group wanders into their hunting grounds. It doesn't take much longer (usually only 1d6 minutes) for the PCs attract the attention of the pack, which begins stalking them. The displacer beasts strike either when the PCs make camp or circle around in front of the party to ambush them.

Displacer Beast Pack Lords (4): hp 203 each; *Monster Manual* 66.

Girallon Behemoths (EL 17)

Transported to Tilagos from a remote island on the Material Plane, the immense girallons found on Tilagos are solitary, cantankerous creatures that come together only to mate. They have since become the top predator in the island highlands, with the exception of Harrowdroth himself, and are capable of catching, killing, and eating rocs. They rarely venture down to the lowlands—those that do generally do so after they've been driven from their mountain lair by other girallons. As a result, those encountered in the lowlands tend to be wounded or sick.

There are currently only 7 girallon behemoths living on Tilagos; each claims a territory of about a square mile. A DC 15 Survival check is good enough for a character to note the telltale signs that the group is entering girallon country by the increase in scattered bones and broken rocks. These monstrous girallons are larger even than the largest specimens found on the Material Plane—the otherworldly nature of Last Resort has suited them well. The average girallon behemoth stands 35 feet in height.

When a girallon behemoth notices someone has entered his territory (typically 3d6 minutes after a group does so), it rumbles out to issue a challenge to the intruder in the form of a thunderous roar and the beating of its chest with its four fists. If the intruders don't immediately flee, the girallon attacks, fighting until reduced to less than 30 hit points, at which point it tries to flee to its lair. A girallon encountered in or followed to its lair fights to the death.

GIRALLON BEHEMOTH **CR 17**
N Gargantuan magical beast
Monster Manual 126
Init +4; **Senses** darkvision 60 ft., low-light vision, scent; Listen +15, Spot +14

AC 26, touch 10, flat-footed 22
hp 300 (24 HD)
Fort +21, **Ref** +11, **Will** +15

Spd 40 ft.; climb 40 ft.
Melee 4 claws +34 (2d6+14/19–20) and bite +29 (3d6+9)
Space 20 ft.; **Reach** 20 ft.
Base Atk +24; **Grp** +50
Atk Options rend 2d8+21

Abilities Str 38, Dex 18, Con 24, Int 2, Wis 12, Cha 7
Feats Combat Reflexes, Improved Critical (claw), Improved Natural Armor (5), Improved Natural Attack (claw), Iron Will
Skills Climb +22, Listen +15, Spot +14

Landshark (EL 16)

The bulettes of Tilagos, like the displacer beasts and girallons, have grown to immense proportions over the last 15 centuries. These menaces are solitary hunters, and while they generally keep to the southern plains of the island, they can be encountered anywhere but in the highest peaks of the mountains.

Creature: Tilagos bulettes spend most of their time underground, and quickly move to ambush anyone they notice. They make use of their leap special attack to damage as many PCs as they can in the first round of combat. If encountered in the Vale of Thorns, a combat with these burrowing menaces is much more difficult since the bulettes can use their burrow speed to avoid the thorns altogether.

TILAGOS BULETTE **CR 16**
N Gargantuan magical beast
Monster Manual 30
Init +2; **Senses** darkvision 60 ft., low-light vision, scent, tremorsense 60 ft.; Listen +11, Spot +1

AC 30, touch 9, flat-footed 27
hp 364 (27 HD)
Fort +23, **Ref** +18, **Will** +9

Spd 40 ft., burrow 10 ft.
Melee bite +37 (4d8+13/19–20) and 2 claws +34 (4d6+6) or 4 claws +36 (4d6+6)
Base Atk +27; **Grp** +52
Atk Options leap

Abilities Str 36, Dex 16, Con 26, Int 2, Wis 13, Cha 6
Feats Improved Critical (bite), Improved Natural Armor (5), Improved Natural Attack (bite), Improved Natural Attack (claw), Multiattack, Weapon Focus (bite)
Skills Jump +37, Listen +11

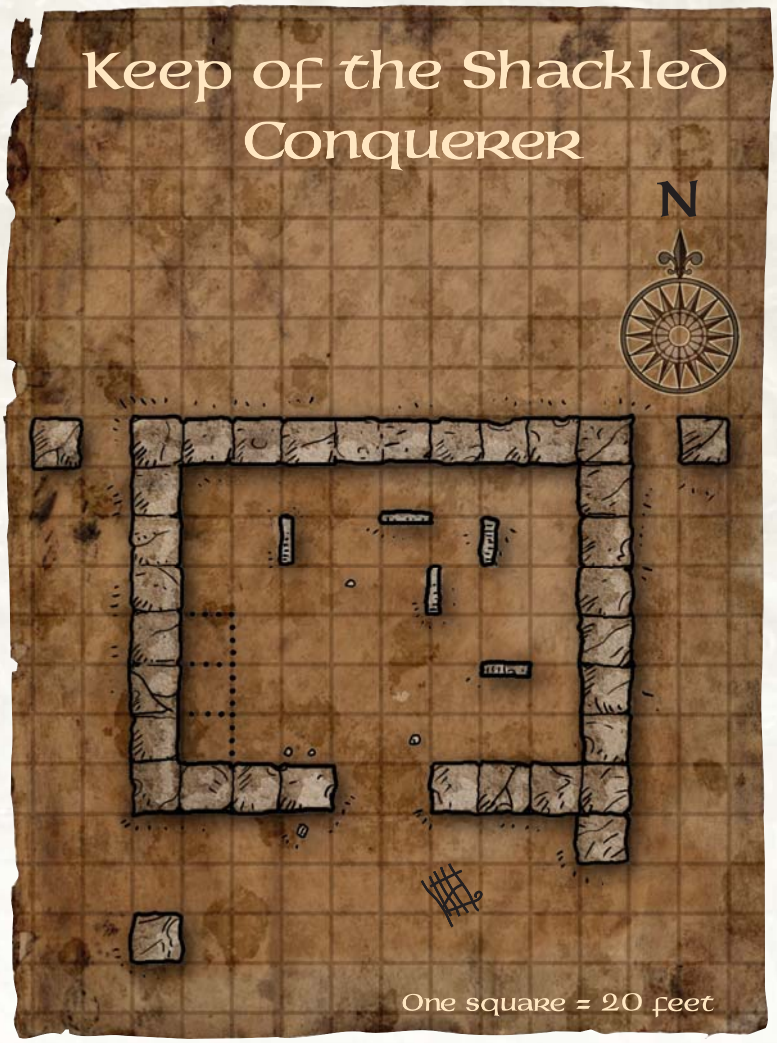
First Trial: The Golden Belt (EL 22)

To complete the first trial, the PCs must bring the golden belt owned by the titan Krathanos to the wild watchers.

The broken remains of a keep lie on the southern ridge of Tilagos Island, overlooking the tumultuous sea below. This site was once the home of a group of rangers loyal to the Order of the Storm, and served as a training ground for the forces that faced Kyuss' putrefied horde in battle all those centuries past. The rangers of the keep were slaughtered in that battle, and it fell into disrepair.

When the druids began their preparations for the removal of Tilagos from the Material Plane, they approached Obad-Hai for aid. The god of nature heard their request and agreed to aid them in the task, on one condition. Tilagos would make a potent prison, and at the time, a particularly destructive titan had been a thorn in Obad-Hai's side for some time. This was Krathanos, a menace who had long plagued the world of men and elves, wreaking swaths of destruction and chaos wherever he went. Yet Obad-Hai sensed an underlying greatness in Krathanos, much as one might sense in the heart of a volcano or the eye of a storm. Obad-Hai asked the druids to find Krathanos a home on Tilagos Island, a place where there was little he could ruin and perhaps a place where the titan's wrath would eventually be soothed. In time, if Krathanos grew calm, Obad-Hai would release him.

The druids agreed, and Obad-Hai transported Krathanos (along with his gargoyle and beholder pets) to Tilagos as it was wrenched from the Material Plane. As he did, he took from Krathanos his *gate* spell-like ability, effectively stranding the titan in Last Resort. For the past 1,500 years, the titan has brooded in the demiplane, but his imprisonment has had the opposite effect Obad-Hai had hoped for. Rather than grow calm in the presence of nature, the loss of humans and elves to torment eventually drove the titan mad. Today, Krathanos balances on the line between boredom and insanity. He has long since grown bored with exploring the island, and spends all of his time brooding in the ruins of the southern keep. He still holds hope he will be freed of his imprisonment on some days, but most of the time he seeks only ways to amuse himself and pass the eons without succumbing to complete ennui. His gargoyle thralls live in constant fear of their master's wrath, but their unending loyalty is ensured by Krathanos' *charm monster* spell-like ability.



A DC 30 Knowledge (history or the planes) or bardic knowledge check indicates a character has heard vague tales of an ancient titan named Krathanos, a murderous menace whose reign ended abruptly when he vanished from the world fifteen centuries ago.

Krathanos has named his new home the "Keep of the Shackled Conqueror," a bitter reference to himself. The keep's structure is often the object of Krathanos' rage, and much of it has been destroyed over the centuries. Krathanos' gargoyle minions constantly toil at trying to rebuild the keep, but they can never get ahead of their master's unpredictable rages. As a result, the keep is little more than an empty walled compound. The walls themselves are 20 feet thick, 30 feet high, and made of solid stone, but show signs of considerable damage. Four partially collapsed towers surround the central compound. When the PCs reach the ruined keep, read them the following.

The weathered walls of the keep are torn and ragged. They appear to have been battered down on more than one occasion, their chipped stone blocks rebuilt haphazardly into makeshift structures with little integrity. Four crumbling towers overlook the outer courtyard. The archway providing entrance into the compound looms empty, its iron portcullis now nothing more than a heap of twisted black metal lying on the ground nearby.

Inside, several large foundation stones still stand; these can provide cover for desperate PCs. In the southwest corner of the compound are three crude cages built by Krathanos's gargoyles—the cages are used to keep strange monsters the titan periodically captures from the wilds of Tilagos to keep as pets. These cages consist of dozens of iron poles scavenged from the ruined keep. The poles have been driven into the ground, and a large flat slab of rock caps each cage. The only way into or out of a cage is by lifting the rock lid (which weighs 3,000 pounds—easy for Krathanos to lift, but likely trouble for smaller and weaker creatures).

Creatures: Krathanos keeps a flight of six advanced gargoyle fighters charmed as minions. At any one time, two of them wheel and flock in the skies above, keeping an eye out for any intruders. If they spy the PCs, these two gargoyles swoop down into the keep and gather the other four, and as a group of six they fly out to confront the PCs.

The gargoyles do not initially engage in battle with the characters. Krathanos has ordered them to bring any visitors to him for an audience. These audiences usually end with Krathanos beheading the visitors or smashing them to pulp, but the titan would not have sport robbed of him by his thralls. The gargoyles demand the PCs accompany them to meet the master of their domain: "Krathanos the Conqueror, exiled by the gods for his designs to rule all of creation, and shackled by the treacherous druids of Tilagos until such time as brave stalwarts arrive to free him." They promise the party food, lodging, and respite if they join them at the keep.

The cages in the southwest corner of the ruin currently contain three girallons apiece, for a total of nine of the magical beasts. They shriek and roar if they see anyone approach within thirty feet, but cannot escape from the iron-barred cages without aid.

Krathanos himself has spent the last few months in a torpor, slumped against the inside eastern wall of the keep. He is not roused by the sound of combat outside of his keep, but if combat breaks out or is carried into the compound he wakens quickly to a rage.

Krathanos is quite insane. His imprisonment wreaked havoc on his ego, and as a result his mood sways erratically from jovial to furious. He plays the part of the gracious host one moment, only to crush his "honored guests" into paste at some imagined insult the next. He is, in every way, an embodiment of chaos and evil. Krathanos stands nearly 25 feet tall, his towering frame sculpted to perfection, with bulging cords of muscle lining every foot of his gigantic torso. He wears an enormous belt of solid gold encrusted with fist-sized emeralds—this is the same belt mentioned by the wild watchers. His weapon is an immense spiked warhammer.

Krathanos the Shackled Conqueror, chaotic evil titan: hp 370; lacks a *gate* spell-like ability; *Monster Manual* 242.

Girallons (9): hp 58 each; *Monster Manual* 126.

GARGOYLE MINIONS (6) CR 12

Advanced gargoyle fighter 4

CE Large monstrous humanoid

Init +4; **Senses** darkvision 60 ft.; Listen +9, Spot +9

Languages Common, Terran

AC 22, touch 13, flat-footed 18

hp 203 (16 HD); **DR** 10/magic

Fort +16, Ref +13, Will +10

Spd 40 ft., fly 60 ft. (average)

Melee 2 claws +23 (1d6+8) and bite +21 melee (1d8+4) and gore +21 melee (1d8+4)

Ranged *+1 composite longbow* +21/+16/+11/+6 (2d6+11/x3) or *+1 composite longbow* +19/+19/+14/+9/+4 (2d6+11/x3)

Base Atk +16; **Grp** +28

Atk Options Improved Precise Shot, Rapid Shot

Abilities Str 26, Dex 19, Con 26, Int 6, Wis 12, Cha 4

SQ freeze

Feats Far Shot, Hover, Improved Precise Shot, Multiattack, Point Blank Shot, Precise Shot, Rapid Shot, Weapon Focus (longbow), Weapon Specialization (longbow)

Skills Hide +7, Listen +9, Spot +9

Possessions *+1 leather armor*, *+1 composite longbow* (+8 Strength)

Tactics: The gargoyles wheel about in the sky above, using their composite longbows to attack at range.

If the PCs dare to do battle with Krathanos, he orders his gargoyles to stay out of the way when he wades into melee. He wants to savor every ounce of amusement from the party's destruction himself. Krathanos is a prodigious foe, and against a group of 16th or 17th-level characters he can be quite dangerous. Krathanos reflects this in his tactics, often showboating and bragging early in a combat rather than playing for keeps. He lashes out with quickened *chain lightning* in the first three rounds of combat, augmenting his melee attacks or other spell-like abilities for those rounds. If he manages to drop a PC and hasn't really taken much damage yet, he may spend the next round roaring with malicious laughter before continuing the fight. Only if the PCs put up an impressive resistance does Krathanos unleash a *fire storm*, *meteor swarm* or *Bigby's crushing hand* on them. If the PCs try to flee, Krathanos allows them to go, showering them with insults as they run.

If the battle moves into the keep, Krathanos moves over to the girallon cages and takes a full-round action to sweep the stone lids off the tops of the cages. The girallons within can climb out of the cages with a DC 10 Climb check (automatic for these monsters). The girallons know better than to attack the titan, but the PCs aren't so lucky.

If any of the PCs try to seek shelter near or in one of the dilapidated towers or the keep's crumbling wall, Krathanos can, as a full-round action, smash the tower with his warhammer. The titanic blow sends the tower crumbling down in any direction that Krathanos chooses, affecting everything within any adjacent twenty-foot square. Any creatures in this area take 8d6 points of damage, or half that amount if they make a DC 15 Reflex save. They are subsequently buried, as detailed in the *DUNGEON MASTER'S Guide* on page 66, under "Cave-ins and Collapses."

Treasure: Krathanos' emerald-studded gold belt is worth 20,000 gp, but weighs 120 pounds—in order to satisfy the first trial, the PCs must bring this immense belt back to the wild watchers. The titan also wears three strings of enormous black pearls around his neck worth 5,000 gp each. His sack contains an ever-changing collection of treasure as he grows tired of old prizes and throws them into the sea, replacing them with trophies he salvages from other creatures on the island. Currently, his sack contains about sixty pounds of animal trophies (enormous bulette teeth, girallon heads, etc.). In addition, a battered iron chest contains 23,000 sp, three casks of ambergris (worth 50 gp per cask), and an ivory elf-maiden carved from a dire mammoth's tusk and inlaid with jewels worth 8,000 gp. The sack also contains the severed head of Darl's one-time minotaur companion (who came here at Darl's request to try to purchase the titan's belt), along with his Large *+2 icy burst greatsword*, Large *+1 mithral full plate of speed*, and *belt of giant Strength +4*.

Development: If the party presents themselves in a civil fashion, Krathanos reacts with polite grace. He attempts to convince them he is an honorable warrior and servant of Kord and beseeches their help in freeing him from this hateful prison. A *plane shift* or *gate* spell is sufficient to allow the titan to escape; he isn't particularly choosy on where he escapes to, as long as it isn't Last Resort. He'd much prefer to intimidate the PCs into helping him escape, but if the PCs can adjust his initial attitude of indifferent to helpful, he'll agree to give them his belt in return for payment. Krathanos refuses to part with his belt until he's safely on another plane, necessitating the PCs travel with him.

The longer any conversation with Krathanos wears on, the more likely his madness comes to the fore. After five minutes of conversation, he'll automatically misinterpret something the PCs have said and fly into a spitting rage, demanding the party take back their insult to his honor or be destroyed. If the PCs play along he is assuaged and continues to treat them like honored houseguests. If they continue to accuse him of his obvious fraud, Krathanos attacks immediately.

If the PCs ask Krathanos about other recent visitors to the island, the titan reaches into a discolored sack next to his throne and produces the severed head of a minotaur and asks them if this is the one they're asking about. The titan says the minotaur came to purchase his golden belt on behalf of the "Hand of the Lich-Lord," but Krathanos hates things whose heads don't match the rest of their bodies so he pulled the minotaur's head off. He doesn't know about the others on the island yet.

The golden belt is Krathanos's favorite possession, and if the PCs attempt to haggle with him for the belt, they tread dangerous ground. He won't give it up unless offered something extremely entertaining and valuable. His first suggestion is a trade—the belt for one of the PCs. His greed for material wealth is nearly insatiable, so the PCs will need to offer him a bribe worth at least 200,000 gp before he agrees to a trade of items and money for the belt.

If asked about Kyuss and the Age of Worms, Krathanos lets out a long sigh as he dredges through centuries of memories before smiling: "Oh yes, I do remember a worm priest causing quite a fuss with the greenbeards ages ago. Kyuss is imprisoned now, not unlike myself. Someday we shall be free and your world will tremble at our power!" The titan knows nothing else about the current onset of the Age of Worms.

Second Trial: The Mournful Song (EL 20)

To complete the second trial, the PCs must slay (or otherwise permanently silence) the night twist that lives at the center of the Doomshroud Forest.

The Doomshroud Forest is a lonesome, alien landscape. Its black, monolithic trees appear to shift unnaturally without the aid of wind. The canopy blocks out the dim light provided by the overcast skies, and the forest is dark as night as a result.

The Doomshroud's drooping trees continuously weep a thick black ichor. This sap is oily and foul smelling, but is nonetheless edible and quite nutrient rich (DC 20 Survival check to determine this). A side effect of consuming the sap is that a PC's skin turns jet black like the trees, granting a +5 circumstance bonus on Hide checks in dark areas. This skin coloration persists for 1 hour after consuming a meal-sized portion of the sap.

Creature: Holding dominion over this unnatural forest is a bizarre, twisted black tree known as an ancient night twist, whose song saps the soul and draws unwary explorers to their death. The monstrous plant dwells in a grove at the center of the Doomshroud. No other tree grows near this 50-foot-tall menace. The night twist sways hypnotically, its many black branches undulating like serpents, dancing to the tune of its mournful melody.

To some, the song of the night twist sounds like the weeping of a woman who has lost her beloved, while to others it sounds like the cold baleful wind blowing over a desolate graveyard. The tree is old and unspeakably evil. This night twist was a sapling when the world was young. It grew, filled with malice, and plagued the dark forests of the world before the druids of the Order of the Storm decided to spirit the ancient tree away from the world. They transplanted it here, intending to study the malevolent tree's impact on the surrounding environment before disposing of it. Unfortunately, their own doom came before they could engineer that of the night twist.

ANCIENT NIGHT TWIST CR 20
NE Huge plant
Monster Manual III 110
Init -2; **Senses** low-light vision; Listen +17, Spot +18
Languages Common, Elven, Sylvan

AC 38, touch 12, flat-footed 38
hp 412 (25 HD); DR 15/slashing
Immune plant traits
Fort +32, **Ref** +12, **Will** +19
Weakness vulnerability to fire

Spd 10 ft.
Melee 6 slams +33 (4d6+17)
Base Atk +18; **Grp** +51
Atk Options Blind Fight, Improved Sunder, Power Attack
Special Atk death curse, despair song, wind blast
Spell-Like Abilities (CL 20th)
5/day—*phantasmal killer* (DC 20)
3/day—*blight* (DC 21), *circle of death* (DC 22), *deeper darkness, entangle* (DC 17), *fear* (DC 20), *insanity* (DC 23)
1/day—*weird* (DC 25)

Abilities Str 45, Dex 6, Con 34, Int 12, Wis 16, Cha 23
SQ unholy grace
Feats Blind Fight, Diehard, Endurance, Improved Natural Armor (3), Improved Sunder, Iron Will, Power Attack
Skills Hide +6, Knowledge (nature) +18, Listen +17, Move Silently +8, Spot +18, Survival +17 (+19 aboveground)

Death Curse (Su) Killing an ancient night twist invites a curse similar to that bestowed by the *nightmare* spell. The creature dealing the death blow must make a DC 28 Will save or suffer horrific nightmares each night, suffering 1d10 damage and becoming fatigued and unable to prepare spells for the next 24 hours. The nightmares continue until the curse is removed. Even after removal of the curse the victim remains fatigued for 24 hours afterward. A *limited wish* spell or more powerful magic cast while the subject is in the throes of a nightmare is the only way to remove a night twist's death curse. If a victim of the death curse dies before the curse is lifted a new ancient night twist sapling appears at the gravesite.

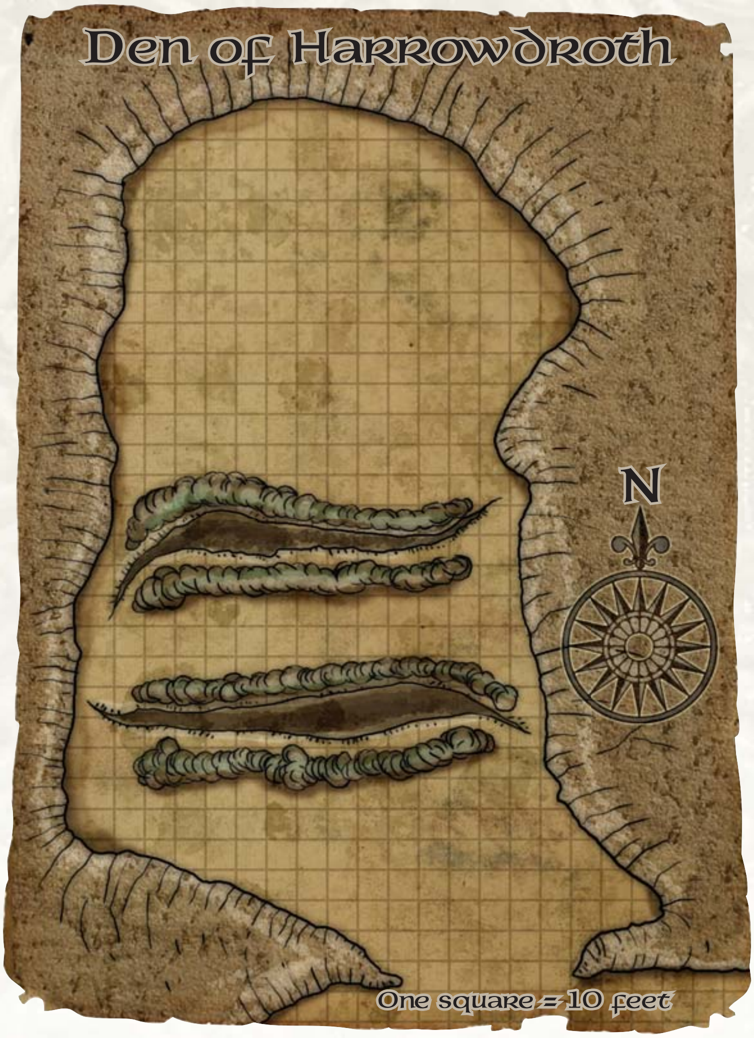
Despair Song (Su) Every evening the ancient night twist emits a sorrowful sound that inspires melancholy in all creatures with an Intelligence score of 6 or higher within a radius of 1,250 feet (the radius of its clearing). Those hearing the song who fail a DC 28 Will save are affected as if by a *crushing despair* spell and must seek out the source of their sorrow (the ancient night twist) to the neglect of all other tasks or needs, including eating or sleeping. If physically restrained and not allowed to seek out the night twist, the victim loses 1d10 hit points every evening until it dies or the enchantment is lifted. Relocating the victim outside the area of effect does not end the enchantment. The despair song ceases to affect a subject the round after they are struck by the night twist's slam attack. Only a *limited wish* can remove the effect, but a bard's *song of freedom* class feature allows a second saving throw. The death of the night twist always ends the effect.

Unholy Grace (Su) A night twist adds its Charisma modifier as a bonus on all its saving throws, and as a deflection bonus to its Armor Class.

Wind Blast (Su) This ability is similar to the *gust of wind* spell. The creature can use its wind blast as a free action, but does so only when it feels threatened. A powerful, gale-force wind (50 mph) emanates from the tree in all directions out to 120 feet. A DC 28 Fortitude save is necessary to avoid this effect.

Tactics: The night twist attempts to lure the PCs to its grove with its despair song. If it succeeds in ensnaring all party members, it focuses its attacks on one PC first, allowing the others to remain in the throes of their mind-numbing despair as it finishes off the group one by one.

The night twist casts *weird* first, hoping the party's own fears will destroy them, and taking great pleasure in watching the hero's reactions to the imaginary horrors their brains concoct. After this, the tree casts *insanity* on a fighter-type (low Will save), hoping that in the throes of madness they attack their former allies. Then the tree employs *circle of death* and *phantasmal killer* to dispense with the rest of its foes. If its spell-like abilities seem to have limited results, the tree resorts to smashing the party to pieces with its powerful slam attacks, attempting to sunder any weapon that pierces its damage reduction.



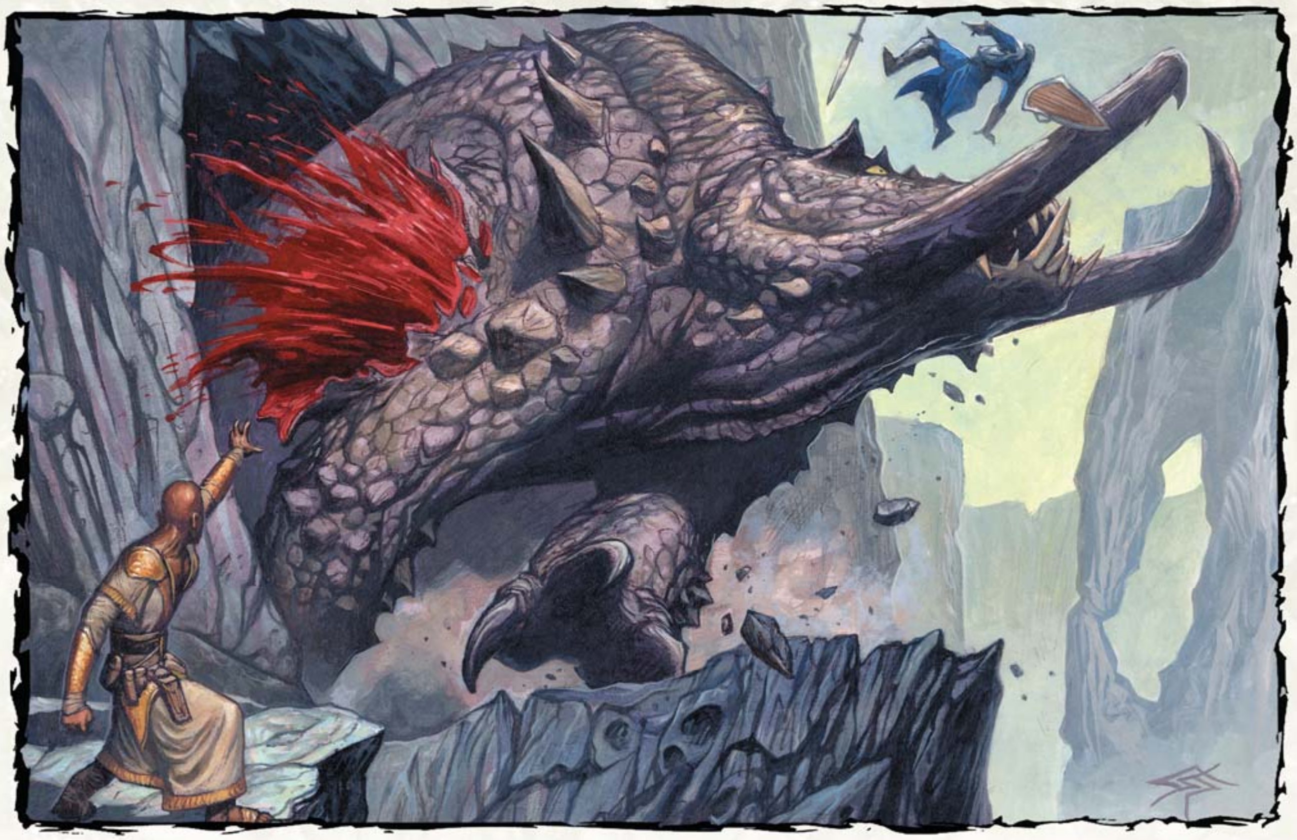
Third Trial: Nightmare Vale (EL 18)

To complete the third trial, the PCs must destroy the nightmare beast Harrowdroth.

In the western reaches of the Tilagos highlands lies a valley nestled between two dark peaks. Known as the Vale of Thorns, this valley teems with wild underbrush bedecked with vicious irony thorns growing as long as six inches each. These briars rend the flesh of most creatures who brave the Vale.

The thorns grow to a height of 10 feet in the vale, and no trail or track leads through them. A creature can force its way through the thorns by making a Strength check as a full-round action. For every 5 points by which the check exceeds 10, a creature moves 5 feet (up to a maximum distance equal to its normal land speed). Moving through the thorns at any speed inflicts 2d6 points of piercing damage on a creature. The thorns are not magical, and can be burned away at a rate of one five-foot square per minute. Hacking one's way through the thorns is slower going, requiring 10 minutes of work per five feet traveled. Once cleared, the thorns are quick to regrow, returning to full height in a mere 24 hours. The woodland stride ability allows free passage through the thorns.

A single cave opening looms 30 feet above the top of the thorns on the northern cliffs; this is the entrance to Harrowdroth's lair, and clouds of steam constantly vent up from the cave opening, making it easy to locate from a distance. The cave itself contains two wide crevasses that nearly fill the cavern; Harrowdroth leaps over them with ease, but other creatures might not be so lucky. Each crevasse constantly vents thick clouds of steam that waft along the ceiling to escape via the cave mouth. Within 10 feet of the crevasse, or within the crevasses themselves, the steam is hot enough to scald for 5d6 fire damage per round (DC 15 Reflex save negates). Each crevasse is 200 feet deep and ends at the surface of a constantly boiling lake of water (the lake itself being nearly 500 feet deep, with a lake bed heated by rock close to a reservoir of magma). A fall into either crevasse deals 2d3 nonlethal damage and 16d6 lethal damage, after which the immersion in boiling water inflicts 10d6 points of fire damage per round. The walls of each crevasse are slippery with condensed water; it's a DC 30 Climb check to scale them. Remember that while a character is within the steam,



he has concealment against other creatures within five feet and total concealment against creatures further out.

Creature: Few creatures dwell in the Vale of Thorns. Small birds nest in its upper reaches, and periodically Tilagos bulettes travel under the thorns. The true terror of the Vale is much more fearsome than a mere bulette—this is the nightmare beast Harrowdroth. This dread monstrosity dwells in a large cavern on the northern inner rim of the Vale of Thorns.

Harrowdroth's power over dreams has caused the ruination of entire kingdoms in centuries past. Shortly before the druids of the Order of the Storm confronted Kyuss, they came to the aid of one of these kingdoms, capturing Harrowdroth and transporting him to Tilagos for study. His hatred of Last Resort has only grown with each passing year, but the wild watchers have effectively kept him from causing too much destruction. He has resigned himself to a long wait here in the mountains, hoping some day that creatures capable of transporting him back to the Material Plane will come to his rescue. Of course, it remains to be seen if Harrowdroth's cruelty and rage will allow him the chance to speak to anything unfortunate enough to come across his lair.

Harrowdroth stands over 20 feet tall, with each of his four legs ending in terrible three-foot-long claws. His massive jaws brim with foot-long fangs flanked by tusks the size of cavalry lances. His body is splotched with patches of bony protrusions. By far his most fearsome aspect is his glowing red eyes, burning like signal lanterns in the dark of the cave, each easily the size of a human's head.

HARROWDROTH **CR 18**
Advanced elite nightmare beast
CE Huge magical beast
Monster Manual II 161
Init +1; **Senses** darkvision 60 ft., low-light vision, Listen +0, Spot +12
Language Abyssal

AC 26, touch 10, flat-footed 24
hp 324 (24 HD); **DR** 15/magic
SR 20
Fort +22, **Ref** +16, **Will** +7

Spd 30 ft.
Melee* 2 tusks +28 (6d6+16/17–20) and 2 claws +26 (2d4+10/19–20) and bite +26 (4d6+10/19–20)
Base Atk +24; **Grp** +43
Special Atk nightmares, trample
Spell-Like Abilities (CL 10th; +24 ranged touch)
2/day—*chain lightning* (DC 20), *cloudkill* (DC 19), *disintegrate* (DC 20), *dispel magic*, *fireball* (DC 17), *heat metal* (DC 16), *incendiary cloud* (DC 22), *lightning bolt* (DC 17), *monster summoning V*
*Includes adjustments for 5-point Power Attack.

Abilities Str 32, Dex 14, Con 26, Int 8, Wis 10, Cha 18
SQ augmented critical
Feats Improved Bull Rush, Improved Critical (tusk), Improved Natural Armor (4), Improved Natural Attack (tusk), Multiattack, Power Attack
Skills Jump +26, Spot +12

Augmented Critical (Ex) A nightmare beast threatens a critical hit on a natural attack roll of 19–20 with any of its natural weapons.

Nightmares (Su) Every intelligent creature that falls asleep within 10 miles of a nightmare beast must make a DC 26 Will save or suffer from horrid, vivid nightmares of being staked and killed by monsters, demons, cruel enemies, etc. This is identical to a *nightmare* spell (CL 15th) except that casting *dispel evil* on the victim does not stun the nightmare beast. A successful *dispel magic* or *remove curse* negates the effect. Once a creature has saved successfully, it cannot be affected by Harrowdroth's nightmare power again for 24 hours. The save DC is Charisma-based. Creatures with intelligence 2 or less are immune to this effect.

Trample (Ex) As a standard action during its turn each round, a nightmare beast can trample opponents at least one size category smaller than itself by making a running jump up to 35 feet away. This inflicts 4d6+16 points of bludgeoning damage. A trampled opponent can either attempt an attack of opportunity at a –4 penalty or a DC 33 Reflex save for half damage. The save DC is Strength-based.

Tactics: Harrowdroth waits for the PCs to come to him. The nightmare beast is aware of the wild watcher's trials, and has handled several adventurers in the past who were sent here by them. He waits until the PCs are about to emerge from the second steam cloud in his cavern before casting *incendiary cloud* on them. He continues to use his spell-like abilities on the PCs until they engage in melee. One of Harrowdroth's favorite tactics is to bull rush victims into the steam vent.

Treasure: Strewn about the far end of the cavern is a tangle of corpses. Among these slain adventurers, several magic items can be found, including a *+1 keen scythe*, a *rod of thunder and lightning*, a *lens of detection*, a *minor circlet of blasting*, and a pair of *winged boots*.

Fourth Trial: Nest of the Roc King (EL 16)

To complete the fourth trial, the PCs must procure a feather from an immense roc while the enormous bird lives.

The Nest of the Roc King lies at the top of Bloodfeather Peak. If the PCs lack the ability to fly, they face a harrowing climb up a rugged mountain. The mountain itself has an elevation of 10,000 feet, and the roc king's nest is at its peak. Climbing the mountain requires a series of six DC 20 Climb checks followed by four DC 30 Climb checks. Each check that fails by 5 or more results in a fall of 2d10×10 feet.

Unfortunately, Darl and his minions have already reached the roc king, plucked one of its feathers, and killed the magnificent creature. Upon reaching the nest, the PCs find the dead animal sprawled in a shallow lake of blood. The PCs can harvest as many feathers as they wish, but taken from the corpse they have no value in fulfilling the fourth trial.

There are two options available to the PCs now—they can either steal from Darl and his minions the feather they plucked from the roc's wing before they killed it, or they can resurrect the immense creature.

Creature: As the roc king's body is relatively intact and it was only killed a few days ago, a *raise dead* is sufficient to bring it back to life. The intimidating animal has a wingspan of 200 feet, and is immediately hostile upon being brought back to life, not comprehending that the PCs aren't the ones that killed it. A quick wild empathy check (rushed and with a –10 penalty as a result) can calm the roc, but unless it is made at least friendly (a DC 40 check) it refuses to let characters pluck a feather from its body, attacking them if they try to do so. If a PC can communicate freely with the roc, he can use Diplomacy to try to adjust the creature's attitude again. If the PCs volunteer to slay the ones who killed the roc earlier, the roc agrees to give them one of his feathers in thanks when they return from the task. Of course, the roc has a poor Sense Motive check, so the PCs can probably Bluff him into believing that they've already done this task if they try.

If the PCs are forced to fight the roc, they can pluck a feather from its living body by making a touch attack against the creature. This provokes an attack of opportunity. If successful, the character must then either make a DC 26 Strength check to pluck the feather, or he must inflict at least 15 points of damage on the feather with a slashing attack to cut it loose.

ROC KING CR 16
Advanced roc
N Colossal animal
Monster Manual 215
Init +5; **Senses** low-light vision; Listen +12, Spot +37

AC 26, touch 7, flat-footed 21
hp 486 (36 HD)
Fort +31, **Ref** +27, **Will** +14

Spd 20 ft., fly 80 ft. (average)
Melee 2 talons +35 (3d6+16) and bite +30 (3d8+8)
Space 30 ft.; **Reach** 30 ft.
Base Atk +27; **Grp** +59
Atk Options Flyby Attack, Snatch

Abilities Str 42, Dex 20, Con 28, Int 2, Wis 13, Cha 11
Feats Alertness, Flyby Attack, Hover, Improved Natural Armor (5), Iron Will, Multiattack, Snatch, Wingover
Skills Listen +12, Spot +37

Ad-Hoc Experience Award: If the PCs manage to secure a living feather from the roc without killing it (or without being forced to raise it from the dead in the first place), award them XP as if they had defeated the roc king in combat.

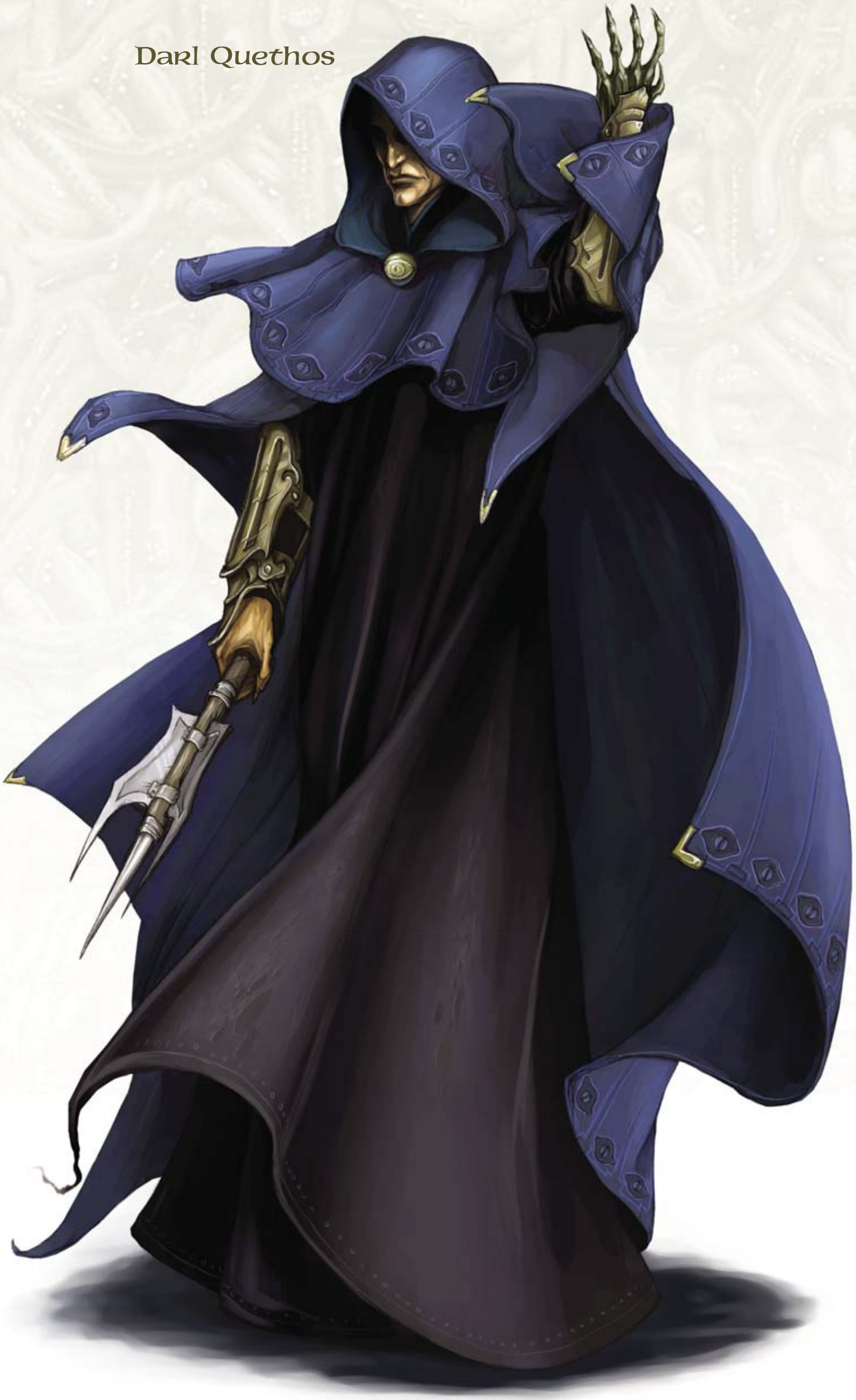
Hand of the Lich-Lord (EL 20)

At some point during this adventure, the PCs cross paths with Darl Quethos and his surviving minions. You can stage this encounter at any time. If you want to throw a challenge at the PCs immediately, you can have him confront the PCs as they are traveling to their first trial. If your PCs are having a relatively easy time on Tilagos, you can have this group encounter them immediately after they complete one of the trials, forcing them to deal with Darl and his followers while their resources are depleted. Perhaps the PCs take the fight to them, using divination magic to determine the location of their campsite in an attempt to take the roc king's feather or confront them for other reasons. Together, the group is an EL 20 encounter, so chances are strong that it'll take the PCs multiple attempts and strikes against Darl and his minions before they can defeat them—assuming, of course, that the PCs opt for a combat solution to the competition.

Creatures: Darl is a ruthless mastermind, and one of the most powerful clerics in Vecna's service today. He hears the whispers of monarchs, and entreats with countless fiends, trading arcane secrets with them as bards trade hearth tales. There is little the cleric does not know. Over a year ago, Darl had a vision in which his dark god revealed to him the location of one his most treasured relics, the *Hand of Vecna*. After retrieving the artifact, Darl easily established himself as the leader of the Disciples of Darkness, a cult devoted to Vecna originally led by a sorcerer named Yelgin Naaros. Yelgin had claimed to possess the *Hand and Eye of Vecna*, but these were in fact a pair of undead grafts he'd earned in the service of a powerful lich. After exposing their leader's fraud and subsequently murdering him, Darl took the Disciples of Darkness as his personal entourage. The group consisted of six dangerous individuals, one of whom (a minotaur) was recently killed by the titan Krathanos. Another of Darl's minions, the kenku Krekie, may have followed the PCs into Last Resort from the Material Plane; if she joins this group, the encounter pushes EL 21.

Darl seeks the knowledge of the *Fountain of Dreams* simply because it represents secrets he (and thus his faith) do not know. By learning these secrets, Darl hopes Vecna will reward him with another vision—this one revealing the location of the *Eye of Vecna*. Sharing the secrets of the *Fountain* with others (like the PCs, or even his own minions) is not an option for the cleric. He intends to see to the *Fountain's* destruction as soon as he learns what he can from it. Being forced to undertake the four trials of the wild watchers has left Darl in a foul mood; these conflicts have proven difficult even for him and his group of powerful minions. He's managed to secure the roc king's feather, and has spent the last few days in quiet contemplation, casting divination spells in an attempt to plan his next steps.

Since he noticed the scrying attempt several days ago, Darl has also learned about the characters and their quest to secure the knowledge of Last Resort for their own, thanks primarily to *commune* spells. He may attempt to scry upon the PCs at many points during this adventure, and once they arrive in Last Resort he certainly does so. Indeed, Darl already knows quite a lot about the PCs; they've become great heroes, and their deeds and rapid rise in power have not gone unnoticed by him. Their successes against the Ebon Triad have actually pleased Darl, who views this cult of



Darl Quethos

heretics as one of the greatest insults to Vecna's glory. He knows the PCs are potent foes, and uses what he knows of them to his advantage.

Darl's remaining minions (not including Krekie) are Malhazar the efreeti caliph, Nalhazzarath the cornugon, and the tiefling twins Jalagar and Sabir.

Malhazar, a powerful efreeti caliph who has long sought to wrestle control of the Elemental Plane of Fire from the Sultan, is rarely encountered without his fierce cauchemar mount. His scheming earned him banishment from his home plane, and he has since fallen in with the cult, allying himself with Vecna in an attempt to learn some way to end his forced exile.

Nalhazzarath's true name has long been passed between conjurers of great power, and the devil has suffered constant servitude as a result, impeding his rise through the echelons of the Nine Hells. The devil has thrown his lot in with the Vecnan cultists in an attempt to discover a means to obscure his name from conjurers forever. Unfortunately for him, Darl knows his true name and intends on using this knowledge at a later date to ensure Nalhazzarath's eternal servitude.

Jalagar and Sabir Sinfire are twin brothers who grew into their impressive skills as members of a remote Scarlet Brotherhood monastery. Once they felt they had learned all they could from their sinister masters, the tieflings murdered the monks of the monastery, gathered their wealth, and used this wealth to finance several weeks of debauchery. Their celebrations ended when they were nearly slain by Scarlet Brotherhood assassins. Since then, they've been on the run from the Brotherhood, and fell in with the Vecnan cult to seek protection from their enemies.

DARL QUETHOS CR 18

Male human cleric 18 (Vecna)

NE Medium humanoid

Init +5; **Senses** darkvision 120 ft., see invisible and ethereal 120 ft.; Listen +9, Spot +19

Languages Common, Draconic, Infernal

AC 22, touch 10, flat-footed 22

hp 117 (131 with *heroes' feast*) (18 HD)

Immune alignment detection, *detect thoughts*, *discern lies*, fear, flanking, poison

Fort +13, **Ref** +6, **Will** +21

Spd 30 ft.

Melee *+4 heavy mace* +14/+9/+4 (1d8+4) and *Hand of Vecna* +5 touch (1d10 cold plus possible ability score drain) or *Hand of Vecna* +13/+8/+3 touch (1d10 cold plus possible ability score drain)

Base Atk +13; **Grp** +13

Special Atk rebuke undead 6/day (+5, 2d6+20 HD)

Combat Gear *wand of cure serious wounds* (35 charges), *wand of stoneskin* (10 charges), *wand of restoration* (18 charges), *wand of charm monster* (22 charges)

Cleric Spells Prepared (CL 18th, +13 ranged touch, +22 to overcome SR)

9th—*foresight*^{D}, *implosion* (DC 28), quickened *plane shift* (DC 24), *mass heal*

8th—quickened *death ward*, quickened *cure critical wounds*, *greater spell immunity*, *mass cure critical wounds*, *protection from spells*^{D}

7th—quickened *cure serious wounds*, *destruction* (DC 26), extended *heroes' feast**, *repulsion* (DC 26), *spell turning*^{D}

6th—quickened *cure moderate wounds*, *find the path*^{D}, *greater dispel magic*, *harm* (DC 25), *heal*, *wind walk*

5th—quickened *cure light wounds*, *flame strike* (2, DC 24), extended *divine power*, *scrying* (DC 24), *spell resistance*, *true seeing*^{D}

4th—*cure critical wounds*, *death ward*, *discern lies*^{D} (DC 23), *freedom of movement*, *greater magic weapon**, *sending*, *spell immunity*, *tongues*

3rd—*clairaudience/clairvoyance*^{D}, *cure serious wounds* (2), *invisibility purge*, *magic vestment** (2), *meld into stone*, *protection from energy* (2)

2nd—*bear's endurance*, *cure moderate wounds* (3), *detect thoughts*^{D} (DC 21), *owl's wisdom*, *silence* (2)

1st—*comprehend languages*, *cure light wounds* (4), *detect secret doors*^{D}, *entropic shield*, *protection from good*, *sanctuary* (DC 20)

0—*detect magic* (2), *light*, *purify food and drink*, *read magic* (2)

D domain spell; **Domains** Knowledge, Magic

*Already cast; effects are incorporated into stats

Abilities Str 11, Dex 11, Con 15, Int 16, Wis 28, Cha 17 (all of Darl's abilities have a +3 inherent bonus)

SQ spontaneous casting (inflict spells)

Feats Combat Casting, Craft Wondrous Item, Extend Spell, Greater Spell Penetration, Improved Initiative, Quicken Spell, Spell Penetration

Skills Concentration +17, Diplomacy +13, Knowledge (arcana) +16, Knowledge (history) +13, Knowledge (religion) +24, Search +13, Spellcraft +20, Spot +19

Possessions combat gear, *Hand of Vecna*, *+1 heavy mace*, *+1 animated heavy steel shield*; *+6 periapt of Wisdom*, *robe of eyes*, *ring of protection +2*, *ring of mind shielding*

MALHAZAR, THE EXILED FLAME CR 17

Male efreeti aristocrat 3/fighter 8

NE Large outsider (extraplanar, fire)

Init +8; **Senses** darkvision 60 ft.; Listen +17, Spot +17

Languages Common, Draconic, Ignan, Infernal; telepathy 100 ft.

AC 29, touch 14, flat-footed 25

hp 165 (178 with *heroes' feast*, 21 HD)

Immune fear, fire, poison

Fort +17, **Ref** +14, **Will** +17

Weakness vulnerable to cold

Spd 20 ft., fly 40 ft. (perfect)

Melee *+2 flaming burst falchion* +32/+27/+22/+17 (2d6+18 plus 2d6 fire/15–20)

Base Atk +20; **Grp** +32

Atk Options Ride-By Attack, Spirited Charge, heat

Combat Gear *potions of cure serious wounds* (3)

Spell-Like Abilities (CL 12th, CL 13th for *plane shift*, +23 ranged touch)

At will—*detect magic*, *plane shift* (to elemental planes, Astral, or Material plane, DC 19), *produce flame*, *pyrotechnics* (DC 16), *scorching ray* (1 ray only)

3/day—*invisibility*, *quickened scorching ray* (1 ray only), *wall of fire* (DC 18)

2/day—*change size* (DC 15)

1/day—grant up to three *wishes* (to non-genies only), *gaseous form*, *permanent image* (DC 20), *polymorph* (self only)

Abilities Str 27, Dex 18, Con 17, Int 12, Wis 12, Cha 18

Feats Combat Reflexes, Greater Weapon Focus (falchion), Greater Weapon Specialization (falchion), Improved

Critical (falchion), Improved Initiative, Iron Will, Mounted Combat, Quicken Spell-Like Ability (*scorching ray*), Ride-By Attack, Spirited Charge, Weapon Focus (falchion), Weapon Specialization (falchion)

Skills Bluff +20, Concentration +16, Diplomacy +21, Intimidate +30, Listen +17, Move Silently +16, Ride +20, Sense Motive +17, Spellcraft +14, Spot +17

Possessions combat gear, *+3 chain shirt*, *+2 flaming burst falchion*, *amulet of natural armor +3*, ornate brass bracelets and anklets studded with fire opals (6 total, each worth 2,000 gp each), brilliant white and red cloak made from enameled dragon scales (worth 4,000 gp)

Jalagar and Sabir Sinfire CR 15

Male tiefling monk 15

NE outsider (native)

Monster Manual 209

Init +10; **Senses** darkvision 60 ft.; Listen +21, Spot +12

Languages Common, Draconic, Goblin, Infernal, Kenku

AC 22, touch 22, flat-footed 16

hp 97 (110 with *heroes' feast*) (15 HD)

Immune fear, non-supernatural disease, poison

Resist cold 5, electricity 5, fire 5; **SR** 25

Fort +11, **Ref** +15, **Will** +11 (+13 vs. enchantment); improved evasion

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Spd 70 ft.

Melee unarmed strike +21/+21/+21/+16/+11 (2d6+4)

Base Atk +11; **Grp** +13

Atk Options Improved Disarm, Stunning Fist (15/day, DC 18)

Special Atk quivering palm (DC 18)

Combat Gear *potion of barkskin +4*

Spell-Like Ability (CL 15th)

1/day—*darkness*

Abilities Str 15, Dex 22, Con 14, Int 12, Wis 12, Cha 6

SQ abundant step 1/day, *ki* strike (lawful magic), slow fall 70 ft., wholeness of body (30 hp/day)

Feats Acrobatic, Alertness, Deflect Arrows, Improved Disarm, Improved Initiative, Snatch Arrows, Stunning Fist, Weapon Finesse, Weapon Focus (unarmed strike)

Skills Balance +17, Bluff +0, Hide +17, Jump +40, Listen +21, Move Silently +15, Spot +12, Tumble +28

The Hand of Vecna

If the PCs manage to slay Darl, they'll have gained one of the most notorious D&D artifacts of all time—the *Hand of Vecna*. The powers of this evil artifact are detailed on page 281 of the *Dungeon Master's Guide*. While the powers granted by the Hand of Vecna are potent, they won't necessarily "break the game." Allowing one of the PCs to keep and use this artifact by no means gives that PC a free ride to the end of the Age of Worms.

What could cause problems is that once word gets out that a PC owns the *Hand of Vecna* (and word certainly gets out if he ever uses it in a public place, or if any of his victims escape his clutches), you should have that character harried weekly by bounty hunters, greedy wizards, outraged paladins, minions of Vecna, Warduke (*Dungeon* #105), or any number of other powerful individuals or organizations bent on claiming the *Hand* for their own use. Finally, remember that possession of the *Hand* eventually turns its owner evil—this alignment change can have long-lasting effects on the character and his allies.

In the end, it's probably best for the PCs to dispose of the *Hand of Vecna*. If they're trusting types, the best thing to do would be to hand it over to Manzorian. Other patrons are either not powerful enough to keep it from the clutches of the enemy, or secretly are the enemy (such as Lashonna, who makes a bid to claim the *Hand* as soon as she gets a chance as long as she can do so without revealing her allegiance to Kyuss). Disposing of the *Hand of Vecna* by throwing it into the sea, the Astral Plane, or elsewhere is a temproary solution; it will certainly turn up again in the near future. An attempt to actually destroy the *Hand of Vecna* should be an adventure in and of itself; check out pages 282–284 of the *Dungeon Master's Guide II* for advice on how artifacts can be destroyed.

Possessions combat gear, *amulet of mighty fists +2*, *ring of protection +2*, *boots of speed*, *gloves of Dexterity +4*

Black Fire, cauchemar: hp 172; *heroes' feast* in effect; *Monster Manual* 194.

Nalhazzarath, male cornugon devil: hp 172; *heroes' feast* in effect; *Monster Manual* 55.

Tactics: Darl knows the PC's standard tactics and capabilities quite well, and uses this knowledge when confronting the PCs by revealing his knowledge of their darkest secrets, inner desires, childhood memories, embarrassing misdeeds, and of course their dour weaknesses. His first action when he knows combat is near is to use a charge from his *wand of stoneskin*. Given time before a battle, he employs *greater spell immunity* and *spell immunity*, choosing spells the PCs favor in combat, as well as *spell resistance*, *protection from spells* and *spell turning*. Darl knows his primary weakness is his Armor Class, and tries to avoid getting in situations where enemies can reach him in melee or utilize ranged weapons against him. He's fond of casting *silence* on Jalagar and Sabir so they can harry spellcasters and disrupt communication. Once combat begins, Darl uses his ranged spells and quickened defensive spells as appropriate. He's not afraid to catch his allies in the area of effect of his fire spells, since they are difficult to harm with such attacks.

The Sinfire twins' job in the battle is to keep Darl safe and destroy enemy spellcasters. They employ stunning fists against opponents threatening their master and use Tumble at opportune moments to gain strategic advantage or to hasten to Darl's side if he is in danger.

Malhazar prefers to fight while mounted on Black Fire, making full use of his mounted combat feats. The first three rounds the efreeti fires quickened *scorching rays* at anyone who seems particularly vulnerable to fire (selecting wizards and others with low hit points if no one seems particularly vulnerable). If things begin to sour, he begins to grant *wishes* to Darl or the Sinfire twins to return fallen allies from death or to heal them from multiple debilitating effects. He doesn't trust Nalhazzarath enough to allow the devil access to his *wishes*.

Nalhazzarath uses Improved Sunder to destroy any particularly dangerous weapons (especially holy weapons) in battle. If possible he concentrates his attacks on a cleric or other healer first, hoping to slay them and then inflict infernal wounds on the rest of the party with his tail. If the battle seems to be going downhill, the devil attempts to summon another cornugon to the fray. Nalhazzarath takes great delight in forcing other devils to appear at his beck and call, the way spellcasters often do to him.

Development: Chances are good that Darl and the others can escape back to the Material Plane if things go bad. In this event, they do not return to Last Resort, and give up the *Fountain of Dreams* as a lost cause. Darl does not forget the PCs, though, and he can return numerous times during the remainder of the campign to torment them, perhaps even paying a visit to their homes while they're gone to engage in a little sabotage, vandalism, abduction, or worse.

PART FOUR: THE FOUNTAIN OF DREAMS

With the four trials accomplished, the PCs can return to the Portal of Storms at the island's center where they first met the wild watchers. If they haven't yet encountered and confronted Darl and his minions, they should do so before they reach the portal.

Upon arriving back at the Portal of Storms after completing the four trials, the party finds the wild watchers waiting for them—if they return early, the wild watchers are nowhere to be found. The wild watchers already seem to know that the PCs have endured the four trials, and Tylanthros, Beskawahn, and Thadimar are pleased. Sayren-Lei is not. While the other three fey congratulate the PCs on their accomplishment, Sayren-Lei explodes into rage.

"You have proved nothing, slaughtering beasts and Vecna-worshipping dogs. Worse, you allowed the Roc King to perish! The trial asked specifically for his living feather, yet he was nonetheless killed! You are no heroes and I declare that none of you shall taste the waters of the Fountain of Dreams. I contest your doubtful accomplishment, and demand trial by blood. Only if you pathetic mortals can defeat me shall I consider you worthy of the final secrets of the Order of the Storm!"

Sayren-Lei's rage stems only partially from the death of the Roc King; of the four wild watchers, he is the only one who secretly wants the lore of the druids to remain hidden. Tylanthros sighs at his outburst, but informs the PCs that Sayren-Lei does indeed have the right to make such a challenge. The PCs can try to talk Sayren-Lei out of his rage with a DC 50 Diplomacy check to adjust his attitude from hostile to helpful. If the PCs point out that they weren't the ones who killed the Roc King, they receive a +2 bonus on this Diplomacy check. If they actually resurrected the Roc King, they receive a +10 bonus on the check, but only if the Roc King still lives.

Otherwise, the other three wild watchers step back to a respectable distance of a few hundred feet to observe the battle between the PCs and Sayren-Lei. There are no rules to this battle, which begins in the open field surrounding the Portal of Storms but can lead anywhere.

Sayren-Lei, wild watcher: hp 325; See Appendix.

Development: If the PCs bring Sayren-Lei below 30 hp, he yields to them. The fey is genuinely impressed with their skill and humbly apologizes, regretting the disparaging remarks he hurled at them. If not slain by the party, he grants his elemental banners (using his gift of the watcher ability) to them in thanks as a way to atone for his outburst. See the Appendix for the powers granted by this gift. If he is slain, the other three wild watchers seem disappointed but take no further actions against the PCs.

After the dust settles, whether Sayren-Lei was spared or not, the wild watchers return to the group. Tylanthros gestures silently to the Portal of Storms, and the obsidian platform shimmers and transforms into a remarkable obsidian fountain, its waters cool and sparkling with a rainbow of scintillating light. As the fountain manifests, all of the PCs experience a nearly overwhelming rush of nostalgia for things they've cherished in their childhood and a strange gnawing fear of long-forgotten nightmares.

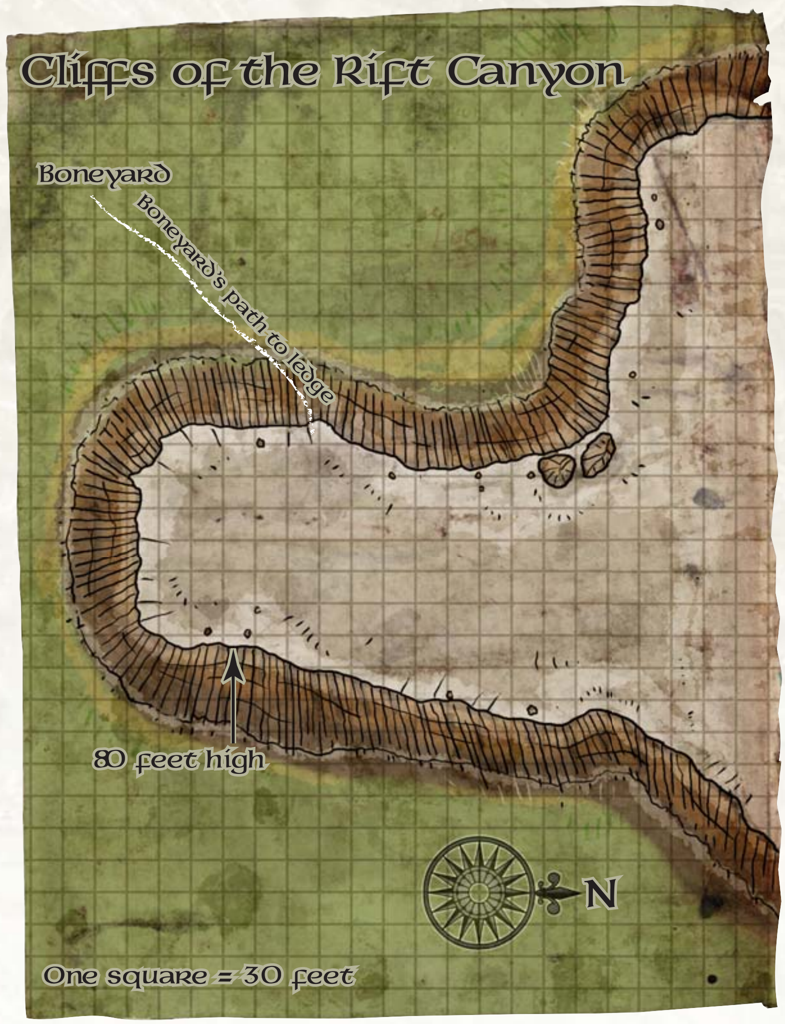
As they gaze at the fountain, Tylanthros speaks one final time.

"And so you have earned the right to return the lore of the Order of Storms to the world. The Age of Worms is upon us, and what the powers of old began so long ago now falls to you to complete. Drink deep and remember. Dream the dreams of the ages."

Descent into Dream (EL 20)

The *Fountain of Dreams* is more than a mere receptacle of knowledge. It provides a strange, tenuous link with the past, with the spirits of the final surviving druids of the Order (as manifested in the forms of the wild watchers), and with the very nature of the demiplane of Last Resort. Only one PC need drink from the waters; as soon as he does, all members of the group become overwhelmed by the sudden rush of alien yet strangely familiar memories. The world around them swirls away into a vortex of lightning and wind, fire and rain, ending in the utter darkness of nothingness. For several moments, they float adrift in this silence, yet it is still long enough to feel the cold perpetuity of the infinite weighing upon them.

Suddenly, the PCs realize they're standing on a windy bluff overlooking an immense canyon. A DC 20 Knowledge (geography) check is enough to recognize the canyon as the Rift Canyon 150 miles north of Alhaster, although it seems somehow less barren than expected. Trees grow right up to the canyon's rim, and far to the south, the faint, looming specter of White Plume Mountain is visible. Then the din of distant battle finds the PCs' ears, and as if rising from the ground on ledges and mesas both near and far, armies of creatures fade into view. In the distance, cities smoke in ruin, and the sky is cast with a dark pallor. The cacophonous moans of the undead ride the wind. Although their immediate vicinity remains clear for now, the PCs can see that the armies consist of huge numbers of humanoids fighting against what seems like an endless wave of undead. Some of these undead should seem familiar, for these are the armies of Kyuss rising up from the Rift Canyon in an attempt to



ruin the lands of humanity. Creatures the PCs have fought before are here in legions—spawn of Kyuss of all shapes and sizes, wormcallers, morhgs, eviscerator beetles, overworms, and ulgurstastas. Yet there are other, stranger creatures as well, like enormous worm-dripping centipedes who cause the ground they walk on to boil, immense black scorpions whose mere presence seems to turn the living on their allies, and horrific worm-like dragons who breathe out swaths of writhing green Kyuss worm swarms. And wheeling in the distant skies above, attended by numerous smaller dragons, is a horrifying shape—a skeletal red dragon of great size. Dragotha. For all of the humanoids' numbers, it should be obvious that they fight a losing battle.

At this point, inform the PCs that all their wounds and afflictions are healed (as if each person received a *heal* spell) and all spells and abilities that have limited uses per day have been recharged. Allow spellcasters who prepare spells the time to do so. There isn't any time to cast preparatory spells, however, before a voice rings out behind them: "You have arrived."

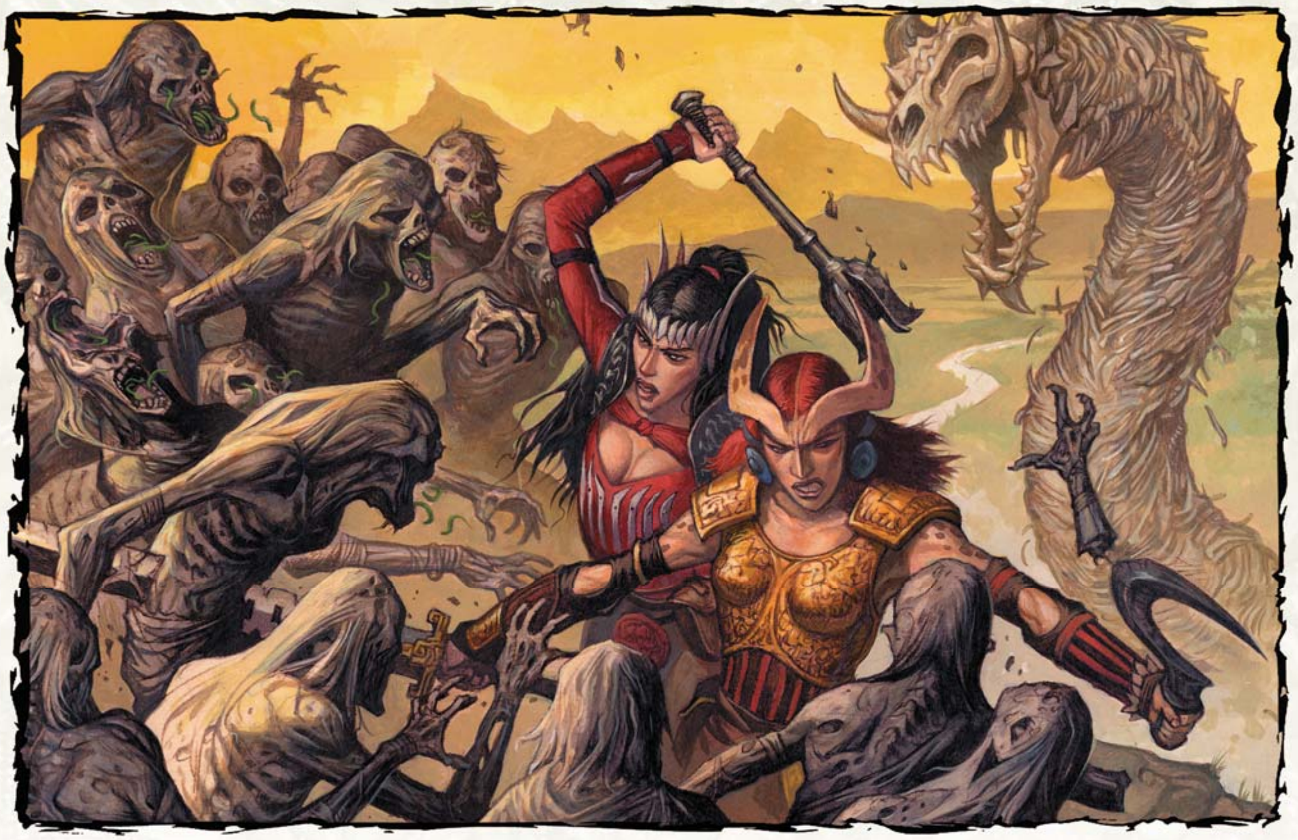
A small group of somber druids stands before the PCs. A DC 15 Spot check is enough for the PCs to recognize the four druids at the forefront of this group of several dozen, for they are the druids destined to become the four wild watchers. The man who addressed them is the living Tylanthros, his face gaunt with hardship, and his robes matted with blood. Despite his greeting, he gives no indication that he recognizes the PCs for who they are, for it will be 1,500 years before he meets them again on Tilagos Island. As he approaches the heroes, he speaks.

"The heroes of prophecy. Your timing is perfect. We can hold them no longer, but we have been successful in our task." The man indicates the dozen or so druids who stand behind him. These druids cluster around a large package, a strange container with its sides carved in the shapes of leering demonic and draconic faces. "Dragotha's phylactery is ours, yet at a great price. His minions even now come for us to reclaim it, and soon he himself shall learn of its theft. We must hide it forever from his reach, for I fear its destruction at this juncture would only drive him to an unstoppable frenzy. But if we can take it from this land, he will sense its loss. He will abandon the army of Kyuss and they will be lost, without leadership. You must hold off the spawn that even now scramble at the edges of the cliffs around us. Our trusted ally will stall his aerial forces while you must hold off the rest of his spawn long enough for us to transport the phylactery."

As the druid mentions an ally, a familiar figure steps forward, a young and vivacious woman dressed in ornate silver armor who can be none other than Lashonna, her eyes bright and burning with determination. She speaks to you, but there is no sense of recognition in her eyes. "I shall engage Dragotha and his children myself, but I cannot defend against his Swords. They come too, scrambling up to our location even now, along with—something else. Something most unnatural—an abomination. You must hold them off, for all is lost if you fail."

With that final pronouncement, Lashonna spreads wide her arms and transforms into a magnificent silver dragon. With a single tremendous beat of her wings, she launches into the air and soars off toward the distant dracolich. As she wings away, Tylanthros speaks again. "We go now, to hide the phylactery within its cradle in Kongen-Thulnir. Save us from the Swords of Kyuss, or the Age of Worms shall doom us all!"

Even as the PCs attempt to drink all this in, the undead reach the edge of their mesa, scuttling up over the rim of the cliff's edge to howl in triumph. The druids retreat to protect the phylac-



tery and ready its transport to the vault they've prepared in their stronghold city of Kongen-Thulnir as the undead surge forth in a rotten wave to assault the PCs.

Creatures: The advance scouts of Dragotha's forces are potent undead soldiers known as the Swords of Kyuss; the PCs likely fought some of these in "The Spire of Long Shadows," but not in the numbers they are about to face. The first wave of undead soldiers consists of ten Swords of Kyuss. The undead ignore the druids and focus their wrath on the PCs, although you should describe the battle in terms that make it seem like if the PCs weren't present, they would fall upon the wounded druids with a vengeance.

The PCs have only four rounds to deal with the initial wave of ten Swords of Kyuss before a second group of ten clambers up over the edge. One round after this second wave of undead arrives, a horrific undead menace rises up over the edge to join the fight—a creature called a boneyard. This snake-like monster has a body made of thousands of bones, with a head fashioned from an immense dragon's skull. If the PCs manage to defeat the boneyard and this second wave of swords of Kyuss, they have managed to hold off the armies of Kyuss long enough for the druids to transport the phylactery to its vault.

SWORDS OF KYUSS (20) CR 10

Always CE Medium Undead

DUNGEON #130

Init +3; **Senses** darkvision 60 ft.; Listen +19, Spot +19

Languages Abyssal, Flan (or a similar ancient language from your campaign)

AC 26, touch 11, flat-footed 25

hp 133 (14 HD); **DR** 10/silver

Immune cold, electricity; undead traits

Fort +4, **Ref** +5, **Will** +11

Spd 20 ft. in armor (30 ft. base)

Melee* wormblade +20/+15 melee (2d6+24 plus 1d6 acid/19–20)

Base Atk +7; **Grp** +16

Atk Options Power Attack

Special Atk invocation of the worm

*Includes adjustment for 5-point Power Attack

Abilities Str 28, Dex 12, Con —, Int 12, Wis 14, Cha 16

SQ martial calling, turn resistance +2, unholy toughness

Feats Ability Focus (invocation), Cleave, Improved Initiative, Power Attack, Weapon Focus (greatsword)

Skills Intimidate +20, Knowledge (religion) +18, Listen +19, Sense Motive +19, Spot +19

Possessions *+1 full plate* and masterwork greatsword

Invocation of the Worm (Su) Three times per day, a sword of Kyuss can unleash a blast of negative energy. The blast fills a 20-foot-radius spread anywhere within a range of 100 feet + 10 feet per HD of the sword of Kyuss. The blast deals 1d6 points of damage per Hit Die possessed by the sword of Kyuss (maximum 20d6). The blast of a typical sword has a range of 240 ft. and inflicts 14d6 damage. Living creatures caught in the blast can make a Reflex save (DC 22) for half damage. Undead in the blast are instead healed of damage equal to the amount inflicted. The save DC is Charisma-based.

Martial Calling (Su) A sword of Kyuss gains a profane bonus equal to half its Hit Dice on all melee weapon attacks.

Unholy Toughness (Ex) A sword of Kyuss gains a bonus to its hit points equal to its Charisma modifier times its Hit Dice.

Wormblade (Su) Each sword of Kyuss carries a masterwork greatsword. Their unholy energies infuse this greatsword, transforming it into a *+1 greatsword* that inflicts an additional 1d6 points of acid damage on a hit, as long as the sword of Kyuss wields the greatsword. It is said that each death caused by a wormblade adds to Kyuss' tally of souls, increasing his power and drawing the dreaded Age of Worms closer to its fulfillment.

BONEYARD OF KYUSS CR 17

Advanced boneyard

CE Gargantuan undead

Libris Mortis 89

Init +6; **Senses** darkvision 60 ft.; Listen +38, Spot +38

Languages Abyssal, Common, Terran

AC 32, touch 8, flat-footed 30; Dodge, Mobility

hp 225 (30 HD); fast healing 10; **DR** 10/—

Immune cold; undead traits

SR 24

Fort +11, **Ref** +13, **Will** +22

Spd 20 ft., fly 60 ft. (good)

Melee bite +26 (3d8+21/19–20 plus bone subsumption)

Space 20 ft.; **Reach** 20 ft.

Base Atk +15; **Grp** +41

Atk Options Spring Attack, improved grab (bite), utter subsumption

Special Atk summon skeletons

Abilities Str 39, Dex 14, Con —, Int 18, Wis 20, Cha 18

SQ inescapable craving

Feats Ability Focus (bone subsumption), Combat Reflexes, Dodge, Great Fortitude, Improved Critical (bite), Improved Initiative, Improved Toughness (grants an additional hit point per hit die), Lightning Reflexes, Mobility, Spring Attack, Weapon Focus (bite)

Skills Balance +35, Climb +47, Hide +23, Jump +41, Listen +38, Move Silently +35, Search +37, Spot +38

Bone Subsumption (Su) Whenever a boneyard damages a creature with its bite, the victim must make a DC 31 Fortitude save (undead instead must make a Will save). On a failed save, the victim's bones melt away to meld with the boneyard's body, inflicting 2d4 points of damage to Constitution, Dexterity, and Strength. This ability only works on creatures with a skeletal structure. The save DC is Charisma-based.

Inescapable Craving (Ex) A boneyard must eat bones each day, otherwise it must make a DC 25 Will save to avoid suffering 1d6 Wisdom damage.

Summon Skeletons (Su) A boneyard can summon 1d4+2 troll skeletons or 1d3+1 young adult red dragon skeletons once per day. The undead arrive in 1d10 rounds and serve for 1 hour before they are reabsorbed.

Utter Subsumption (Su) If a boneyard wins a grapple check after using its improved grab ability, it attempts to pin the target on its next action. A boneyard that begins a turn with a pinned victim that makes one more successful grapple check automatically tears every bone from the victim's body, instantly killing the victim.

Young Adult Red Dragon Skeletons (1d3+1): hp 123 each; *Monster Manual* 227.

Tactics: Each group of ten swords of Kyuss splits into groups of five when they attack. Five engage the PCs in melee for three rounds while the remaining five pelt them with invocations of the worm, healing their undead allies while damaging the PCs. After three rounds, the swords change position. After six rounds, all remaining swords in the group close to finish off the PCs in melee.

The boneyard's arrival adds a dangerous element to the battle. Its first action in combat is to summon 1d3+1 red dragon skeletons to aid it in battle; these skeletons begin writhing and clambering from its body, joining combat 1d10 rounds later. The boneyard tries to remain at least 20 feet from the PCs, using its reach to attack them and allowing the swords room to continue to fight as well.

Development: Don't be afraid to pull out the stops in this battle. The purpose of this encounter is to inform the PCs that Dragotha's phylactery is hidden

Scaling the Adventure

"The Library of Last Resort" is designed for a party of four 16th-level characters, but with a little work it can be adapted for use by 14th–15th-level or 17th–18th-level characters. Simply adjust all NPC character levels up or down as appropriate by a number equal to that which the average party level of your group deviates from 16. Don't forget to modify the amount of treasure found in the adventure appropriately. Specific changes to the adventure include:

14th–15th-level characters: Replace the octopus tree with a 20 HD Gargantuan Chuul. Remove 2–3 ropers from area **M3.** Reduce the girallon behemoths and Tilagos bulettes by 3–6 Hit Dice, or make them Huge instead of Gargantuan. Replace the night twist with a half-fiend treant bard 12. Reduce Harrowdroth by 3–6 Hit Dice. Remove Jalagar and/or Sabir Sinfire from Darl's band. Reduce the number of Swords of Kyuss the PCs fight in part four to two groups of 6 or 8.

16th–17th-level characters: Advance the octopus tree and ropers by 4–8 Hit Dice. Advance the girallon behemoth and Tilagos bulette by 3–6 Hit Dice. Give Krathanos a few levels of barbarian. Add 2–3 16 Hit Die half-fiend treants to the night twist's glade. Advance Harrowdroth by 3–6 Hit Dice. Give Darl a nightcrawler or nightwalker minion. Add a mature adult blue dragon or two to the last battle (keeping in mind that swords of Kyuss are immune to electrical damage).

in Kongen-Thulnir; since the druids impart this knowledge to the PCs just before their fight (but after Lashonna leaves—had she waited just a few seconds more before leaving to battle Dragotha and overheard the location at which the phylactery was to be hidden, events in the future would have played out quite differently indeed), the actual outcome of the PCs' battle with the undead is secondary. Even if the PCs are "killed," they don't really die since this is really little more than a powerful vision. In fact, if the PCs are defeated by the undead, they should be even more concerned with what could happen to their world if the Age of Worms begins.

During this battle, make sure to describe Lashonna's battle against Dragotha and his minions in the distant skies. Just as the PCs are about to finish their own fight (victoriously or otherwise), they see Dragotha deliver a killing blow to Lashonna, whose body falls from the sky to be lost in the mists of the Rift Canyon below.

In any event, once the battle is over (one way or another), the PCs experience another gut-wrenching vortex as they return to Tilagos Island. Again, their wounds are healed and their spells restored (dead PCs are restored to life without loss of experience levels, as if by *true resurrection*). Yet the Tilagos Island they've returned to is markedly different than the one from which they left.

Ad-Hoc Experience Award: Do not award experience normally for this encounter. If the PCs defeat all of the undead, grant them a CR 20 experiance award. If they fall in battle, grant them a CR 15 story award for learning the location of Dragotha's phylactery.

CONCLUDING THE ADVENTURE

After awakening from the "vision" induced by the *Fountain of Dreams*, the PCs are armed with the information needed to begin the tenth installment of the Age of Worms Adventure Path—they know that Dragotha's phylactery is hidden in a place called Kongen-Thulnir. Yet Tilagos Island, as they knew it, is no more. When they return from their vision, they do so to the Material Plane, standing on an uninteresting, barren island in the Nyr Dyv. The storms that surround the island are gone, and the barren rocks are covered with grass and a few copses of trees. The maze of menhirs down on the shore (and any of its surviving monsters) remains unchanged, but the Portal of Storms is weathered and ruined, as if it had lain inert for 1,500 years. In a way, it has; by activating the *Fountain of Dreams*, the PCs have restored the lost lore of the Order of the Storm to the world. In the weeks and months to come, sages and scholars around the world slowly rediscover some of this lost lore, which seems to have magically manifested from nothingness in old texts, dusty scrolls, and even new books, often incorporating this knowledge into the flow of the text as if it had always been there. Some of this knowledge is retained by the PCs, and in DRAGON #342's Wormfood article, several magic items that they can research and create based on this lore are presented in detail.

Unfortunately, the return of this lore to the world also makes it possible for Dragotha and his minions to learn the location of his phylactery. This discovery occurs soon, but not until the PCs begin the next adventure: "Kings of the Rift." Until then, they have earned a chance for rest and recovery. Once they begin "Kings of the Rift," such opportunities may become little more than cherished memories, for the Age of Worms is truly at hand.

APPENDIX: NEW MONSTER

Wild Watcher

This tall, gallant figure stands bedecked in glimmering gossamer armor, with a cloak of vicious nettles draped across his shoulders. A halo of churning insects swirls about his head. He wields a wicked barbed spear in both hands, and four poles fan out from the plates of armor across his upper back. Attached at the end of each pole is a banner, one fiery red fringed with bright crimson flames, another translucent white leaving a trail of cloud in its wake as it dances on the wind, a third deep brown and cracked like parched earth, and the last blue as the ocean on a cloudless day and frothing with bubbles.

WILD WATCHER **CR 19**
Always Neutral Medium Fey
Init +12; **Senses** low-light vision, true seeing; Listen +34, Spot +34
Aura swarm aura (10 ft., DC 32)
Languages Aquan, Auran, Common, Druidic, Ignan, Sylvan, Terran

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AC 38, touch 22, flat-footed 26 (+12 Dex, +16 natural)
hp 325 (26 HD); fast healing 10; **DR** 15/cold iron and magic
Immune fear, poison
Resist acid 30, cold 30, electricity 30, fire 30
SR 30
Fort +17, **Ref** +27, **Will** +20

Spd 30 ft.
Melee *+5 shocking burst spear* +27/+22/+17 (1d8+17 plus 1d6 electricity/19–20/×3)
Base Atk +13; **Grp** +21
Atk Options Combat Expertise, Improved Disarm, Improved Trip
Special Atk elemental standards
Spell-Like Abilities (CL 19th, +25 ranged touch)
At will—*baleful polymorph* (DC 23), *barkskin, gaseous form, greater dispel magic, greater invisibility, gust of wind, pass without trace, transport via plants, wall of thorns*
3/day—*quickened barkskin, quickened baleful polymorph* (DC 23), *fire shield, insect plague*
1/day—*call lightning storm* (DC 23), *commune with nature, creeping doom*

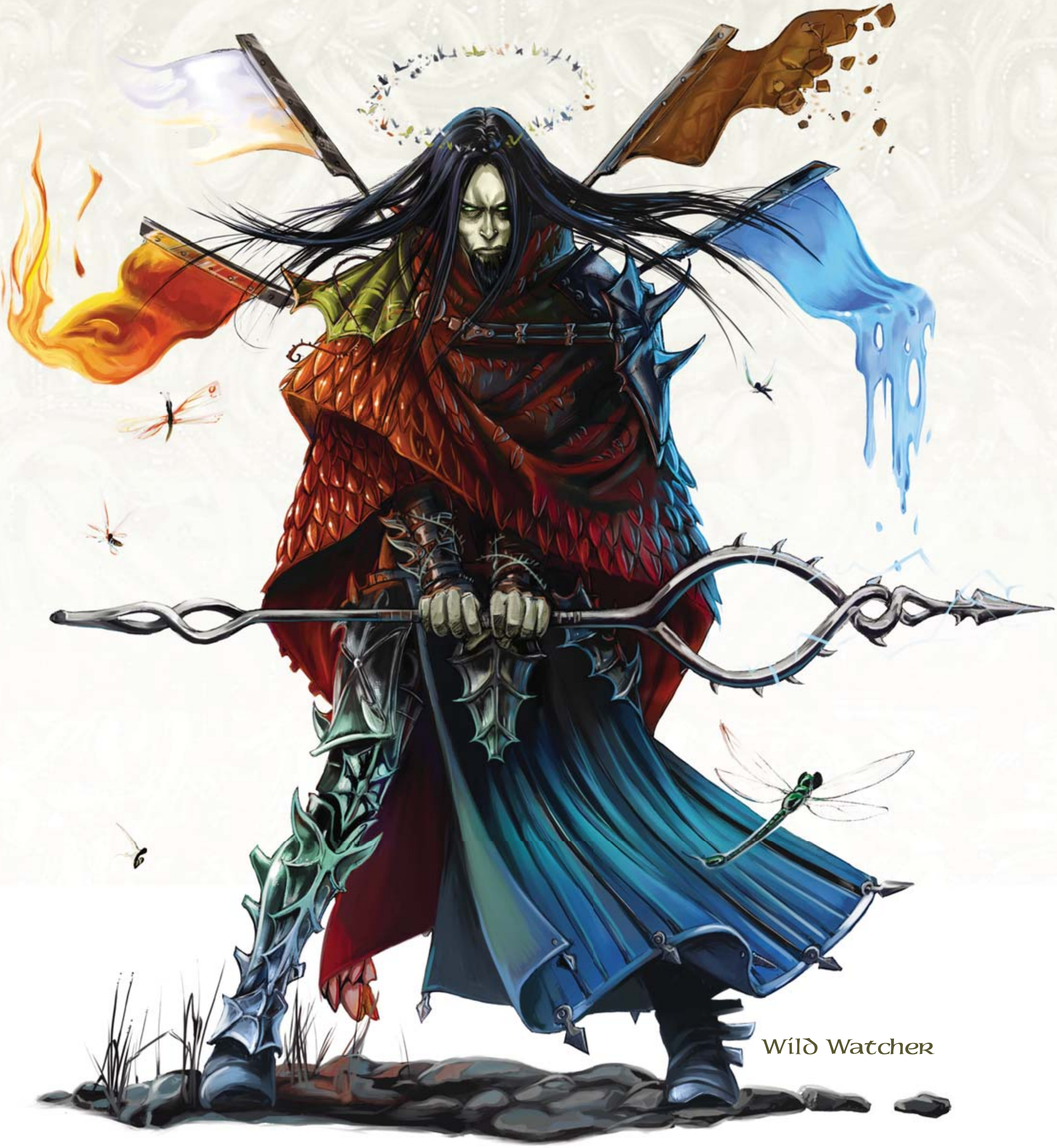
Abilities Str 27, Dex 34, Con 29, Int 20, Wis 21, Cha 27
SQ gift of the watcher, summon spear, thorny cloak
Feats Combat Expertise, Improved Critical (spear), Improved Disarm, Improved Initiative, Improved Trip, Quicken Spell-Like Ability (*barkskin, baleful polymorph*), Track, Weapon Focus (spear)
Skills Bluff +37, Concentration +38, Diplomacy +41, Hide +41, Knowledge (nature) +36, Listen +34, Move Silently +41, Sense Motive +34, Spot +34, Survival +34, Tumble +41

Environment demiplane of Last Resort
Organization solitary or band (2–4)
Treasure *+5 shocking burst spear*

Advancement by character class

Elemental Standards (Su) Every wild watcher wears four elemental standards on his back, each one corresponding to one of the elements. Each banner grants a different benefit as long as the wild watcher wears it. The air banner grants electricity resistance 30 and the ability to cast a quickened *air walk* once per day as a spell-like ability. The fire banner grants fire resistance 30 and the ability to cast a quickened *flame strike* once per day as a spell-like ability. The water banner grants cold resistance 30 and the constant ability to breathe water. The earth banner grants acid resistance 30 and the ability to cast *stoneskin* once per day as a spell-like ability. Spell-like abilities function at caster level 19th.

Gift of the Watcher (Su) A wild watcher may grant any other creature one (or more) of its banners to be used by that creature in defense of the natural world.



Wild Watcher

The receiver of the banner must either hold it in hand or wear it on his back (in the cloak item slot) to gain its benefits. Only a wild watcher may wear multiple standards on its back. A watcher cannot be forced to grant its gift of the watcher through magical means, nor through intimidation, but if a watcher is caught in a bet or in a broken promise, he may begrudgingly yield up a banner. A gifted banner remains in the possession of the creature as long as the wild watcher wills it; he may reclaim the banner at any time as a free action, at which time the banner returns to the wild watcher across any distance. If the wild watcher is killed, the creature who gained the gift can keep the banner indefinitely, but if he tries to give it away or sell it, the banner is destroyed.

Summon Spear (Su) A watcher may summon a *+5 shocking burst spear* into its hands as an immediate action (a free action it can take once per round even when it's not its turn). This spear is real as long as it remains in contact with the wild watcher; the instant he releases it, it vanishes. A wild watcher's spear can be used to make disarm or trip attacks, but grants no additional bonus on these checks.

Swarm Aura (Su) A wild watcher is constantly surrounded by a swarm of flying vermin. Anyone within 10 feet of a wild watcher must make a DC 32 Fortitude save to avoid becoming nauseated for 1 round. All creatures who begin their turn within 10 feet of a wild watcher take 3d6 points of damage from being exposed to the biting and stinging insects. A wild watcher is immune to swarm damage, and can move through swarms without fear of being harmed or distracted. The save DC is Constitution-based.

Thorny Cloak (Ex) The cloak of woven thorns, briars, and nettles that surrounds a wild watcher possesses a life of its own and serves the watcher diligently at all times. Any creature making a melee attack against the watcher is automatically subjected to a disarm attempt by the wild watcher. In addition, the thorny cloak snatches arrows and other small projectiles and thrown weapons out of the air, launching them back at the attacker. The cloak makes disarm attempts and ranged attacks using the wild watcher's melee and ranged attack bonuses. It can attempt a disarm or return fire a captured ranged weapon attack only once per character per round, always attempting to do so on that character's first attack.

True Seeing (Su) The wild watcher is continuously under the effect of *true seeing*. This effect cannot be dispelled.

Wild watchers were once the final surviving members of the druidic Order of the Storm; they transformed into their new, fey incarnation when they worked their last great magic to remove Tilagos Island from the Material Plane, becoming the deathless guardians of the resulting demiplane of Last Resort.

Wild watchers are dangerous foes who know no fear and never hesitate to oppose their enemies or anyone threatening Last Resort. The strange armor they wear is in fact their exterior flesh, and flows with unnatural grace and ease as they move. Wild watchers are brilliant tacticians and skilled warriors who seek to divide their enemies' resources in battle in order to easily best them. Against weaker foes, a wild watcher enjoys humiliating encroachers rather than killing them, sending them off alive to spread a message of warning to other would-be violators of the watcher's domain.

In melee, wild watchers lash out with their long spears, using Improved Trip to topple foes and run them through. Against ranged foes they rely upon their dangerous array of spell-like abilities. If faced with particularly dangerous enemies, a wild watcher makes full use of Combat Expertise to increase its Armor Class.

Nicolas Logue is a Monk 5/Thespian 5/Freelance Writer 5 based on the wild island of Oahu. He would like to level up in a prestige class next. Gainful Employee would be nice, but he is not sure he meets the prerequisites. In the meantime Nicolas amuses himself with performing Jingju, choreographing stage combat, and teaching acting classes at the University of Hawai'i.

RUNNING THE LIBRARY OF LAST RESORT IN THE FORGOTTEN REALMS

by Eric L. Boyd

Conversion notes for Mintarn (Redhand), Myrkul (Vecna), Tarnheel Embuirhan (Prince Zeech), the Sea of Swords (Nyr Dyv, Lake of Unknown Depths), and Skull Gorge (Rift Canyon and Wormcrawl Fissure) have already been mentioned in conversion sidebars for earlier adventures in the adventure path. From Skull Gorge, it is possible to see the peak of the Hill of Lost Souls (White Plume Mountain).

Disciples of Darkness

The Disciples of Darkness are a heretical cult within the remnants of the Church of Myrkul (Vecna), as outlined in *Power of Faerûn*, pages 46-47. For Darl Quethos, replace the Craft Wondrous Item feat with Heretic of the Faith, a feat detailed in the same section of *Power of Faerûn*. Change Darl's *+4 heavy mace* to a *+4 scythe*. Assume the Disciples of Darkness heresy grants Death, Knowledge, Magic, and Undeath as clerical domains (meaning that Darl's domain spells and granted powers remain unchanged).

Jalagar and Sabir Sinfire are members of the Order of the Long Death (Scarlet Brotherhood).

Tilagos Island

The island of Tilagos is part of the Mintarn archipelago. It lies north and west of the main island of Mintarn, just southeast of the isle of Skadaurak. Tilagos is avoided due to the ever-present storms that envelop the island and the presence of Hoondarrh (CE male ancient red dragon), the legendary "Red Rage of Mintarn," on Skadaurak. (See DRAGON #241 or http://www.wizards.com/default.asp?x=dnd/wn/20021023a.)

Order of the Storm

The Order of the Storm is an ancient and long-forgotten circle of druids faithful to Silvanus (Obad-hai).

Krathanos

Krathanos is a descendant of Lanaxis, the son of Annam and Othea. He venerates Grolantor (Kord).

Hand of Myrkul

In the Year of Shadows (1358 DR), as the Time of Troubles came to a close, the wizard Midnight disintegrated the avatar of Myrkul and teleported his remains out over the sea. Unbeknownst to any of Waterdeep's defenders, Midnight's *disintegrate* spell did not wholly destroy the Lord of Bones. Myrkul's hand and eye survived the spell effect, only to fall into the sea along with the rest of the avatar's dust. Both the *Hand of Myrkul* and the *Eye of Myrkul* are now powerful artifacts. (The dust is not without its powers as well, as discussed in "Eye of Myrkul" in DUNGEON #83.)

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RUNNING THE LIBRARY OF LAST RESORT IN EBERRON

by Keith Baker

Lashonna

If you have followed the path presented in earlier conversion notes, Kyuss is bonded with the rakshasa overlord Katashka, a mighty force of death and undeath. Lashonna and Dragotha are both former agents of the Chamber corrupted by Kyuss' necromantic powers, and this is the basis for the existence of the vampiric dragon. Lashonna was once a powerful force for light, and a spark of that spirit still exists within her, but it is overshadowed by the darkness in her soul and her lust for power. The Chamber believes that Lashonna is long dead, but in any case they cannot directly intervene; the course of the Age of Worms is in the hands of the heroes.

Darl Quethos, Hand of the Lich-Lord

In previous notes, Vecna has been identified as the Shadow. The Shadow, however, was never mortal, and has neither hand nor eye. As such, Darl Quethos is most effective as a priest of the Blood of Vol: a member of the inner circle of the faith, whose power rivals that of Erandis d'Vol herself. However, Darl Quethos considers himself to be Vol's equal, and he looks beyond Erandis to one of the roots of the religion—the ancient study of necromancy practiced by the Qabalrin elves of Xen'drik.

The Hand of Vecna is a remnant of a mighty Qabalrin necromancer, thought to have been the first humanoid lich on Eberron. It is up to the DM to decide whether to give this primal lich a new name, or whether to say that in EBERRON, Vecna was the name of this lord of the Qabalrin. For more information about the Qabalrin, refer to "The Ring of Storms" in *DUNGEON* #122.

Darl's companions are likewise allies of the Queen of Death; some believe in the teachings of the Blood of Vol, while others simply follow it as a path to power. Malhazar is an exile from the plane of Fernia. Nalhazzarath is a fiend from Shavarath who seeks to obscure his true name so he may return to the eternal battle without fear. The Sinfire Twins learned their deadly trade in the remote reaches of Sarlona; they are on the run from an order of assassins that predates humanity's arrival on Khorvaire.

The Order of the Storm

This druidic sect was established in the Ironroot Mountains. Dragons taught the druidic mysteries to the dwarves of the region, but the order itself has been long forgotten. This change means that the Wild Watchers should be depicted as fey dwarves; their statistics can remain unchanged, as they have essentially transcended their original humanoid natures.

Tilagos Island

As the location of the island is a mystery, there is no reason that it can't have precisely the same relationship to Alhaster as described in the adventure: it is a hidden isle off the coast of the Lhazaar Principalities.

Shipwreck Beach

The orc pirates are members of the Cloudreaver Principality, home to the bulk of Lhazaar's orcs. As a 16th-level fighter, Grogriss Spit-Eye is notably more powerful than the Cloudreaver Prince Mika; it's up to the DM to decide whether to enhance Mika's abilities, or if Grogriss simply lacks the support to challenge the weaker dwarf for leadership of the isle.

The Golden Belt

Titans are rare and legendary creatures; some say they are the progenitors of the giant races of Xen'drik. The tale of Krathanos can be used as it stands, but the titan came to Khorvaire almost three thousand years ago, when humanity was first settling the land. Even bardic knowledge won't reveal what happened to the titan; he simply disappeared, and the humans never knew that the Order of the Storm had bound him on their island keep. While the gods were not directly involved, Krathanos can keep his inscription; in his opinion, he could not be defeated without divine intervention.

If the party speaks with Krathanos, he presents himself as a servant of the war god Dol Dorn.

The Rift

In EBERRON, the Rift becomes the Goradra Gap of the Mror Holds (*EBERRON Campaign Setting*, page 193). There are many dark legends surrounding this last canyon; soon the adventurers will discover the terrible truth behind some of these legends.

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Joachim Barrum

THE LIBRARY OF LAST RESORT

by Nicolas Logue

Tilagos Island does not appear on most maps of the Nyr Dyv, yet the storm-shrouded island hides the greatest repository of knowledge of an ancient cabal of druids who defeated Kyuss 1,500 years ago. An Age of Worms Adventure Path scenario for 16th-level characters.

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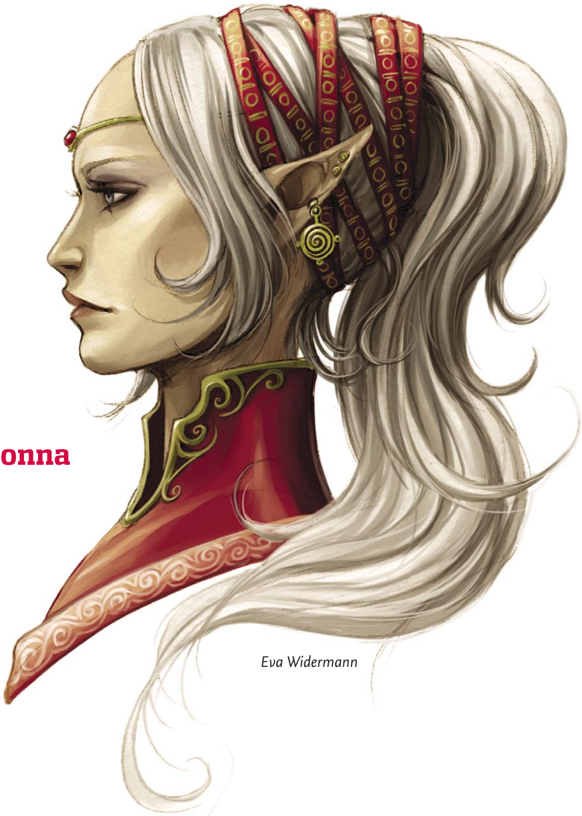
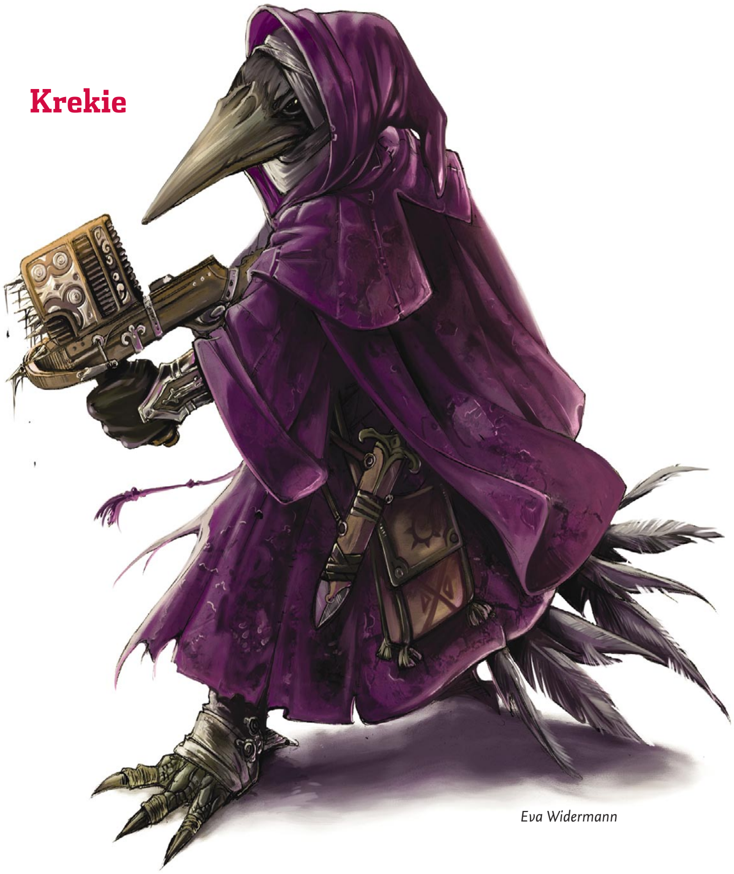
Lashonna



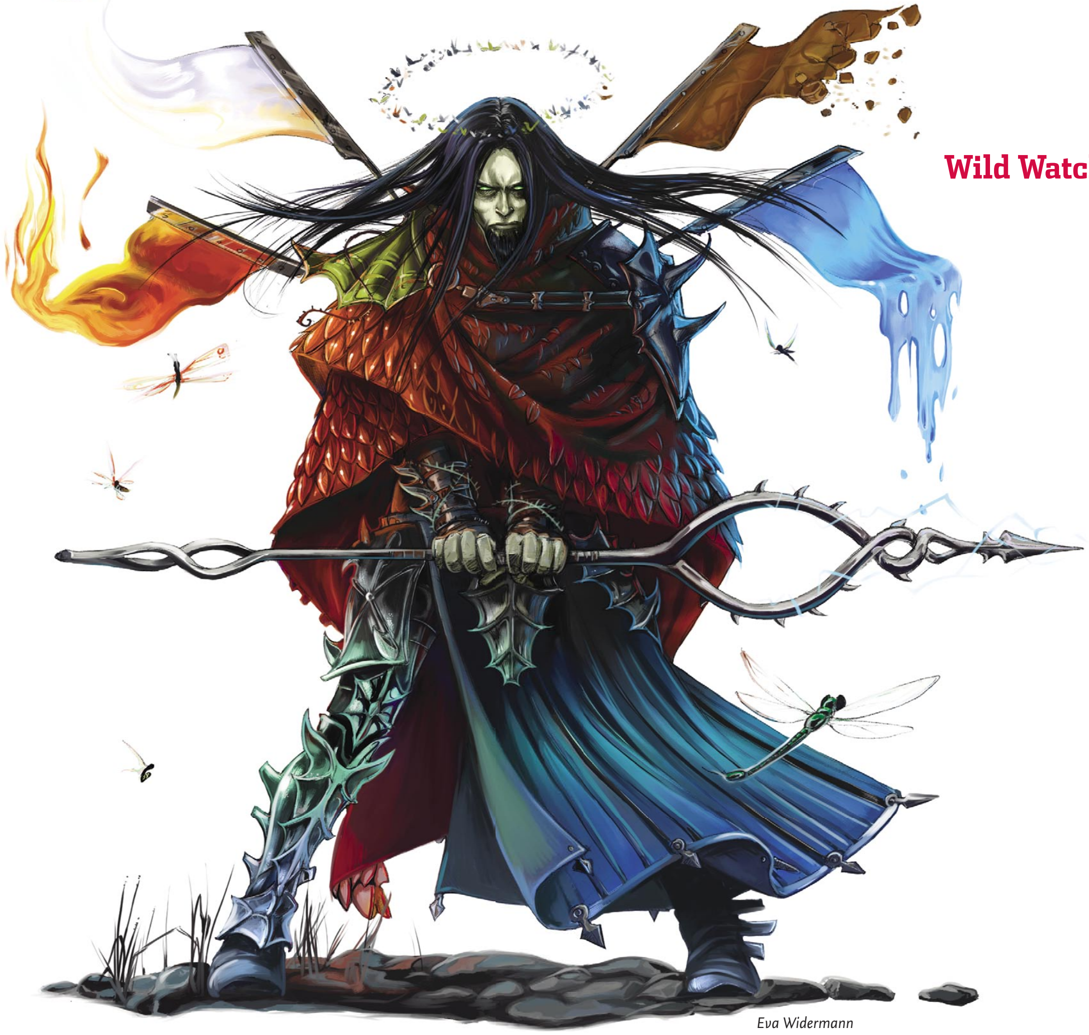
Eva Widermann

Krekie



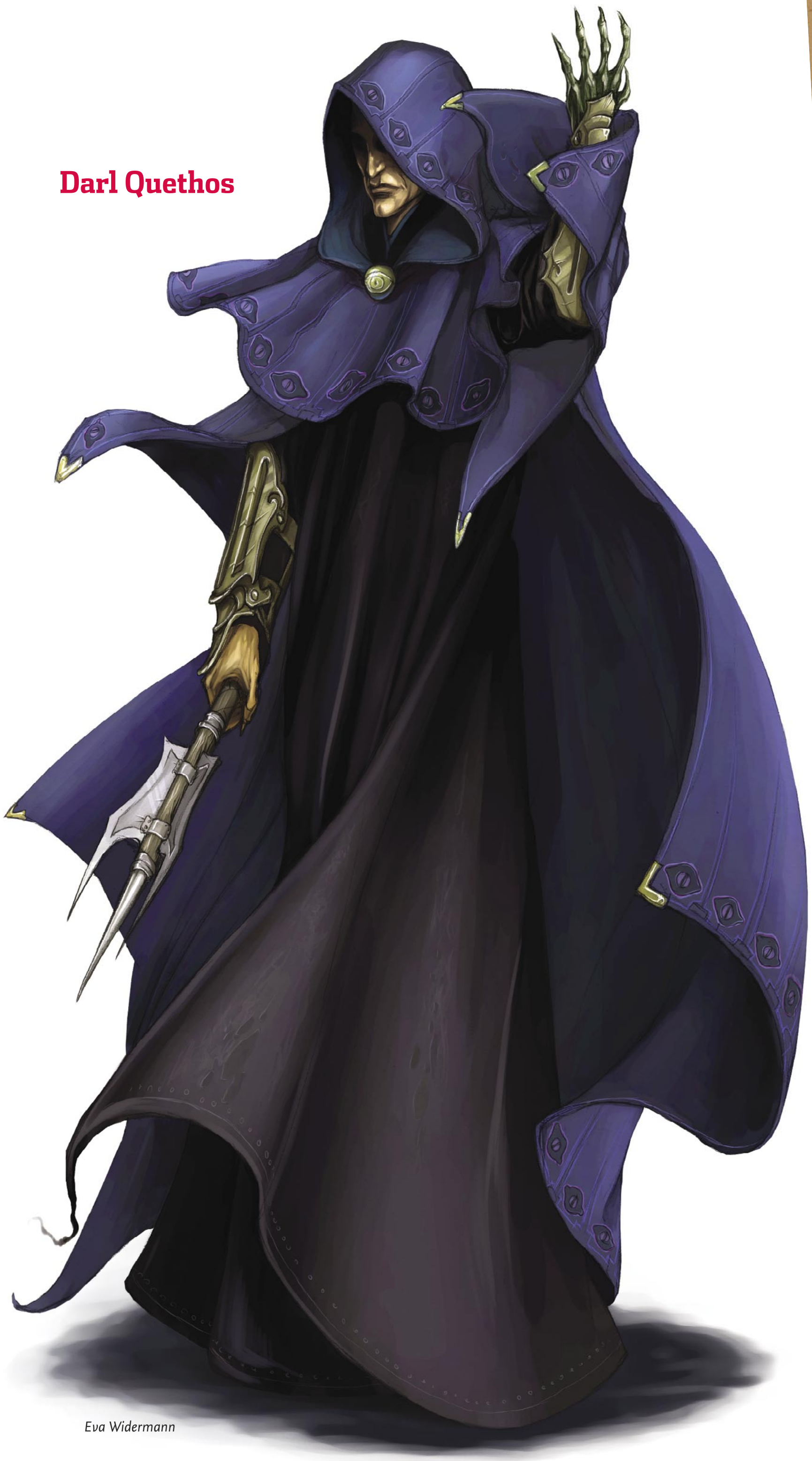
Eva Widermann

Wild Watcher



Eva Widermann

Darl Quethos



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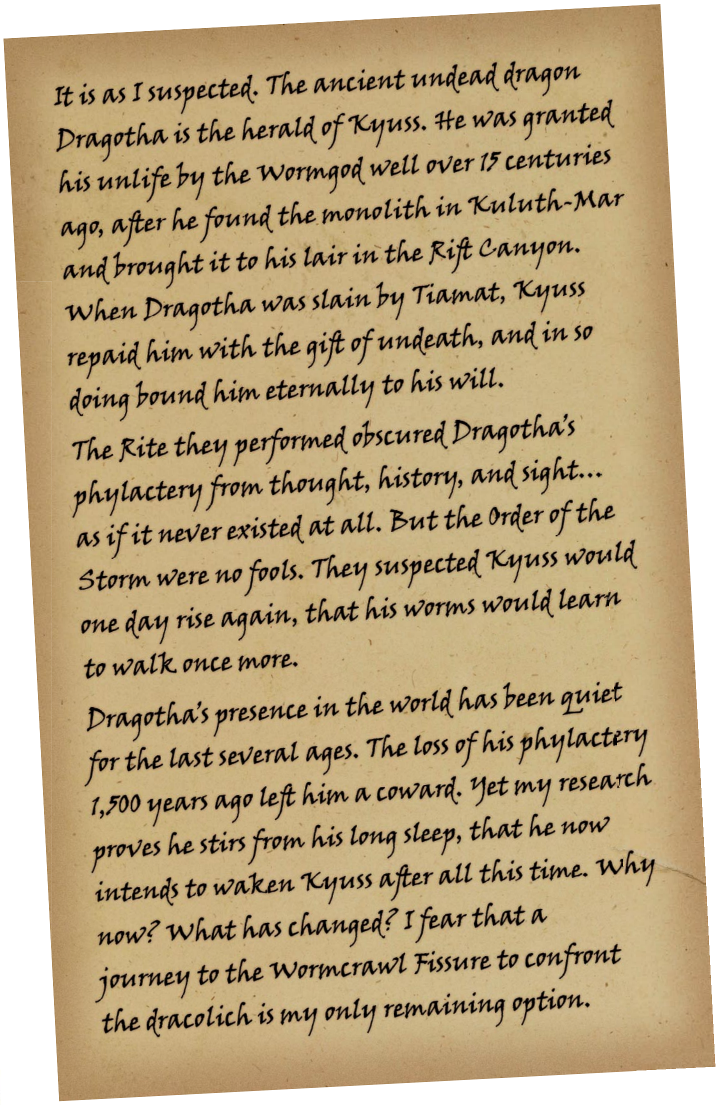

It is as I suspected. The ancient undead dragon Dragotha is the herald of Kyuss. He was granted his unlife by the Wormgod well over 15 centuries ago, after he found the monolith in Kuluth-Mar and brought it to his lair in the Rift Canyon. When Dragotha was slain by Tiamat, Kyuss repaid him with the gift of undeath, and in so doing bound him eternally to his will.

The Rite they performed obscured Dragotha's phylactery from thought, history, and sight... as if it never existed at all. But the Order of the Storm were no fools. They suspected Kyuss would one day rise again, that his worms would learn to walk once more.

Dragotha's presence in the world has been quiet for the last several ages. The loss of his phylactery 1,500 years ago left him a coward. Yet my research proves he stirs from his long sleep, that he now intends to waken Kyuss after all this time. Why now? What has changed? I fear that a journey to the Wormcrawl Fissure to confront the dracolich is my only remaining option.

Balakarde's Journal

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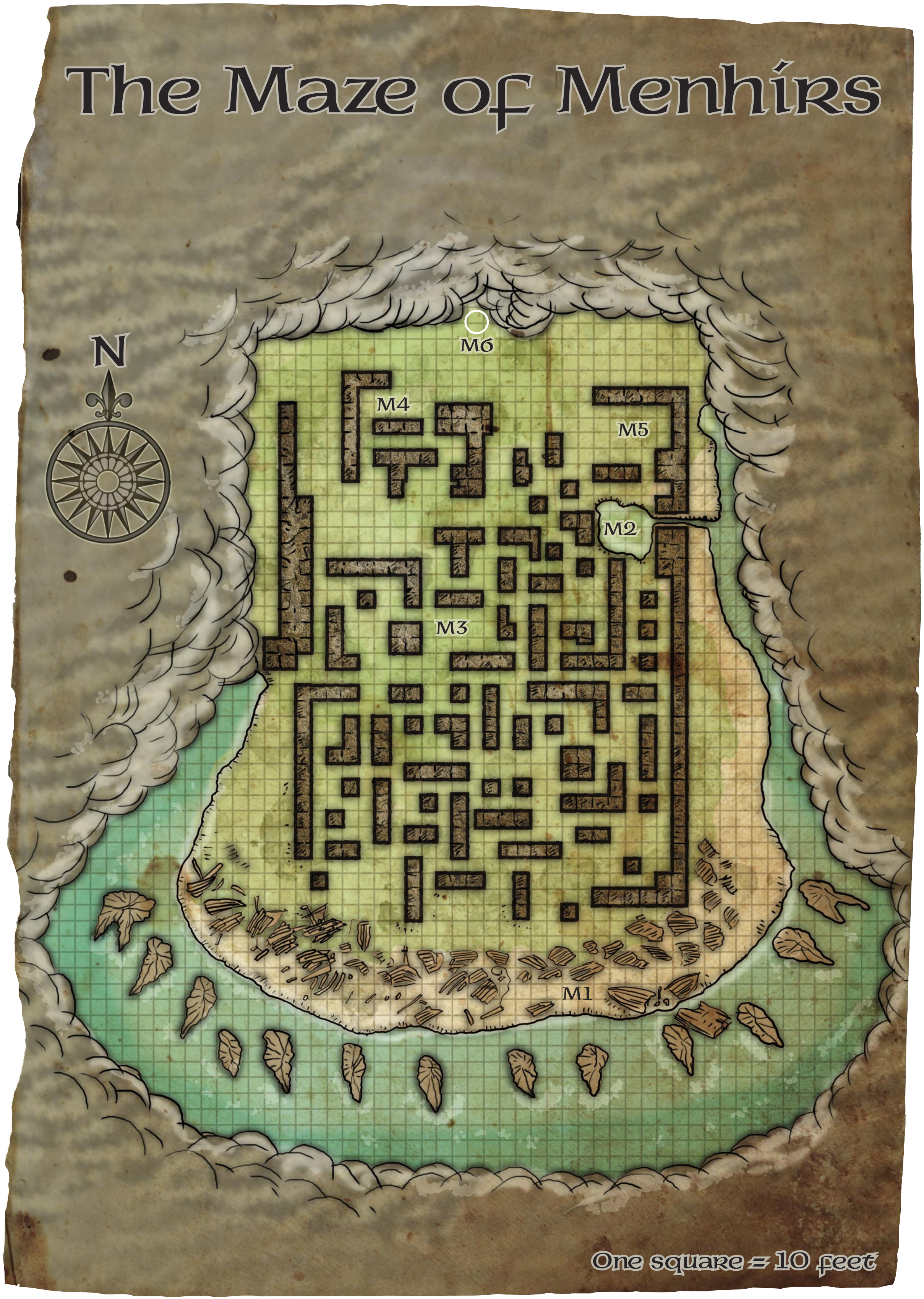
The Maze of Menhirs


N
M6
M4
M5
M2
M3
M1
One square = 10 feet

Robert Lazzaretti

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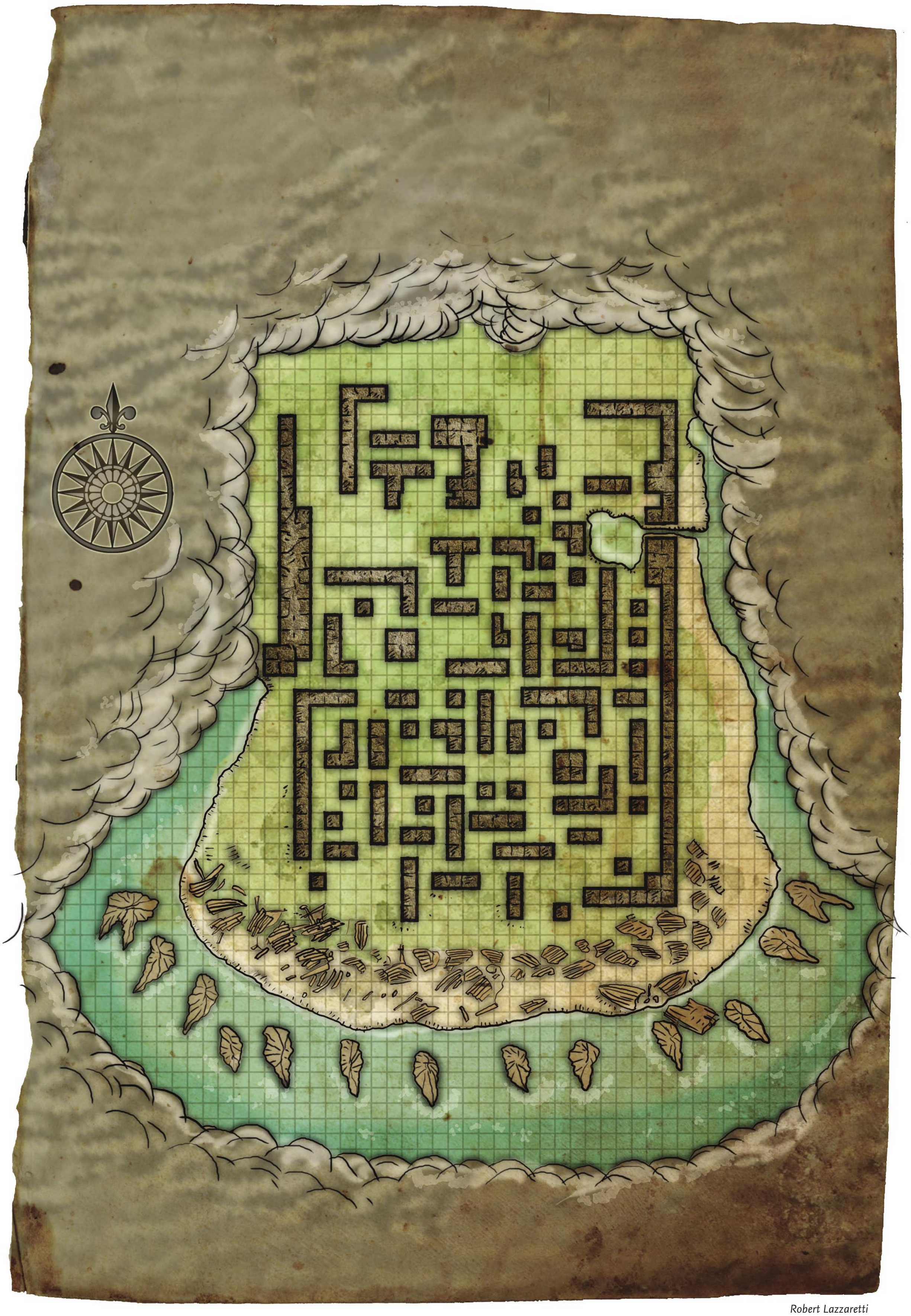

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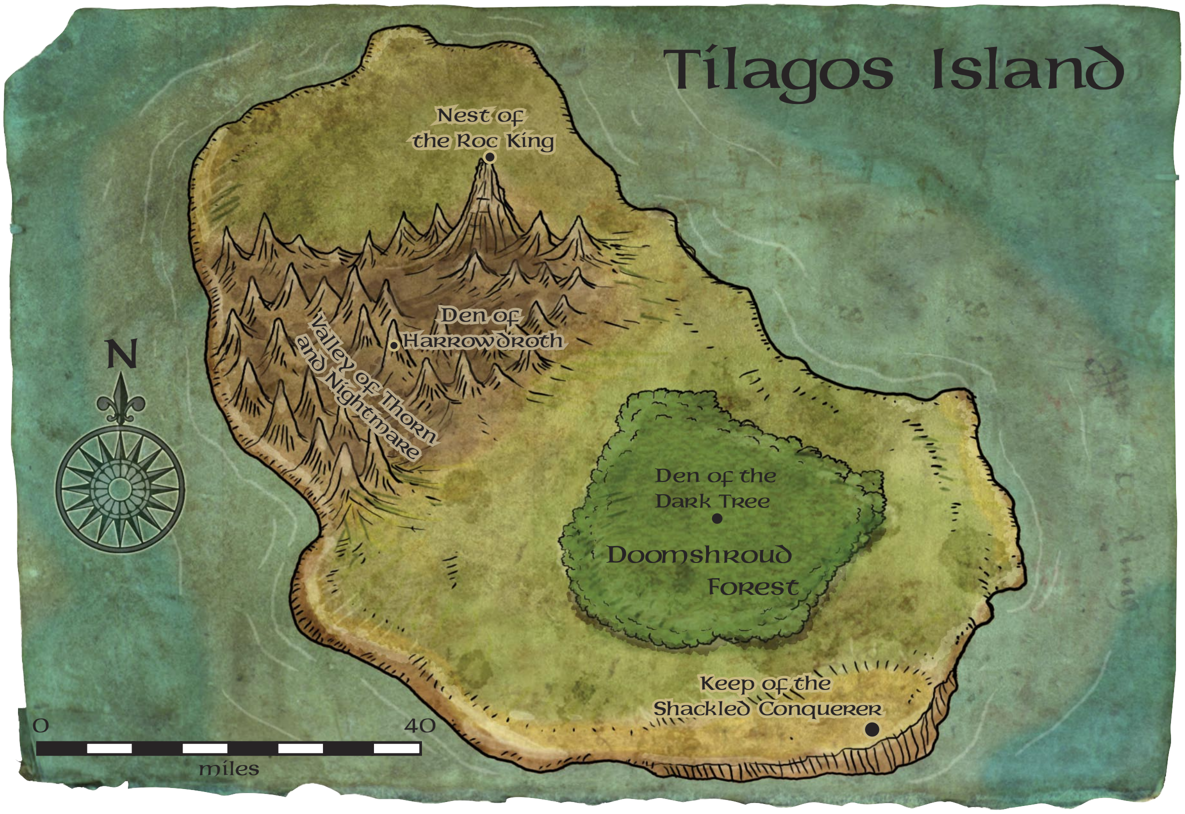
Tílagos Island
Nest of the Roc King
Den of Harrowdroth
Valley of Thorn and Nightmare
N
Den of the Dark Tree
Doomshroud Forest
Keep of the Shackled Conqueror
0
40
miles

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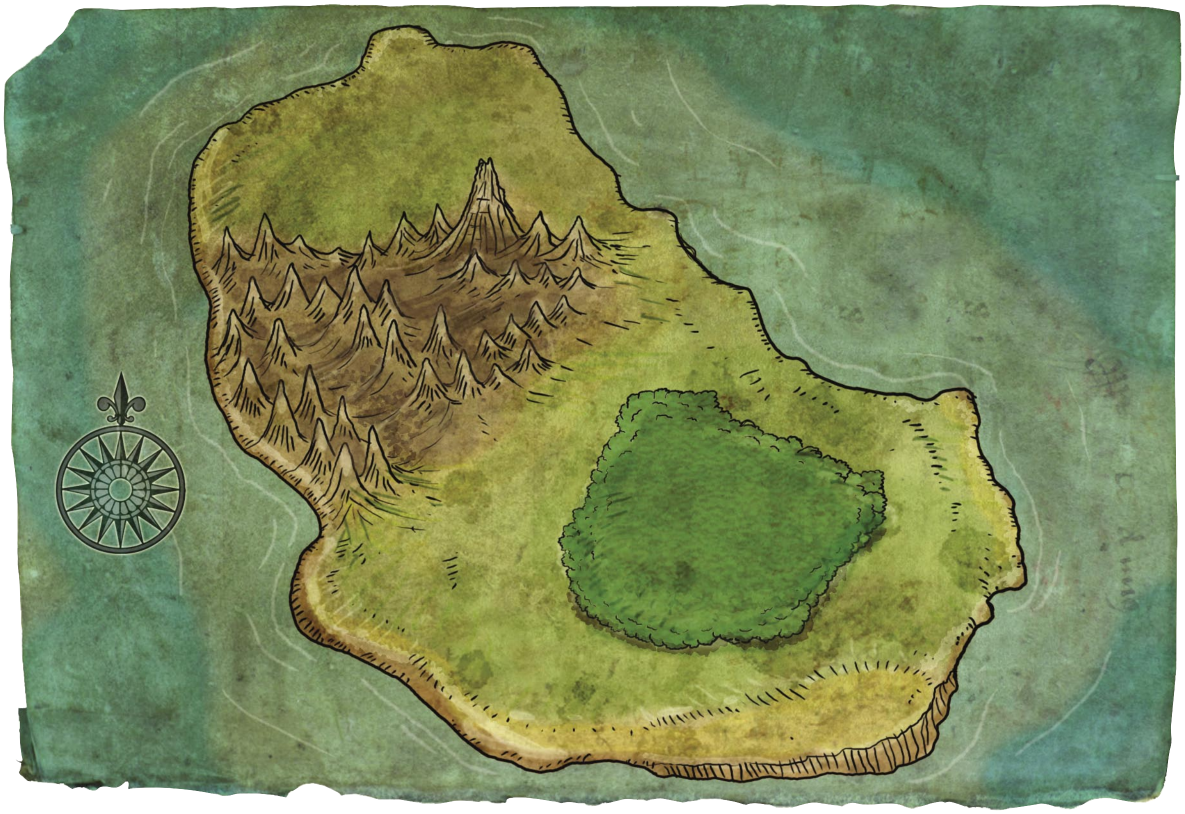

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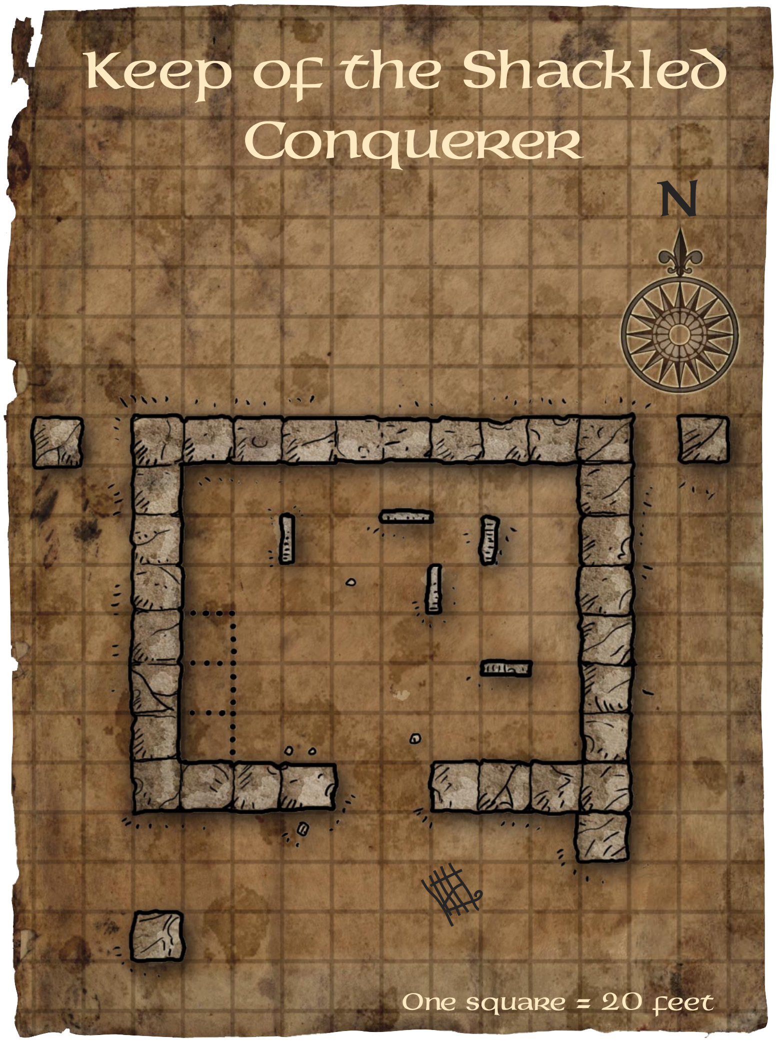
Keep of the Shackled Conquerer
N
One square = 20 feet

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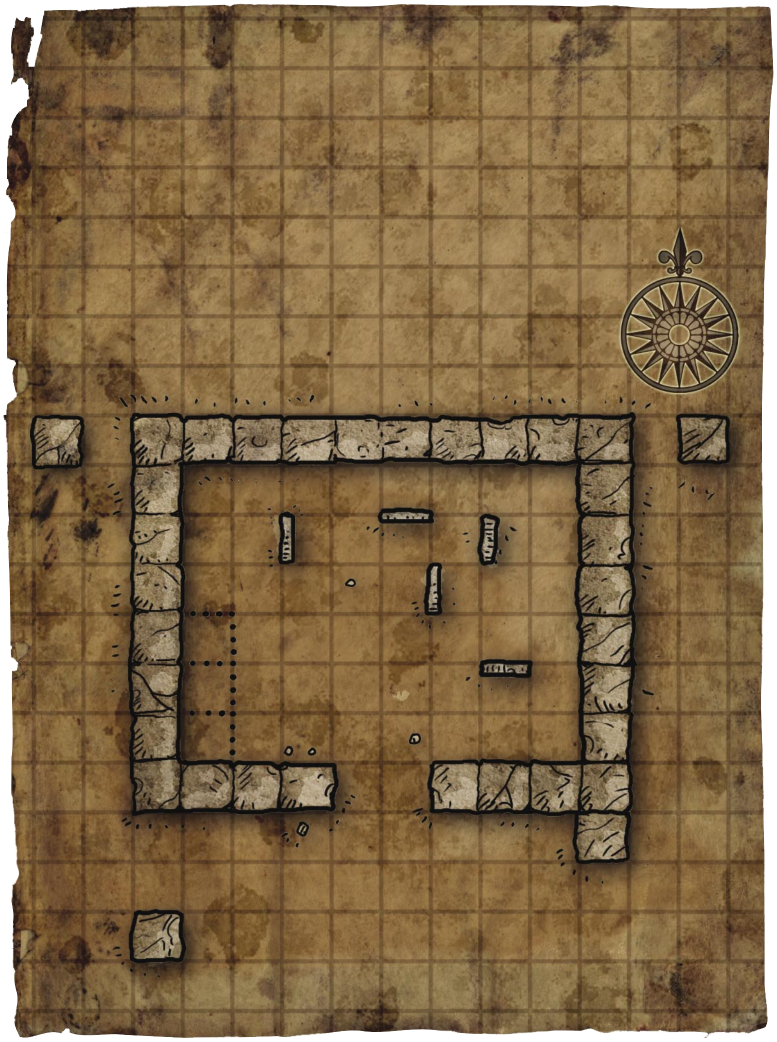

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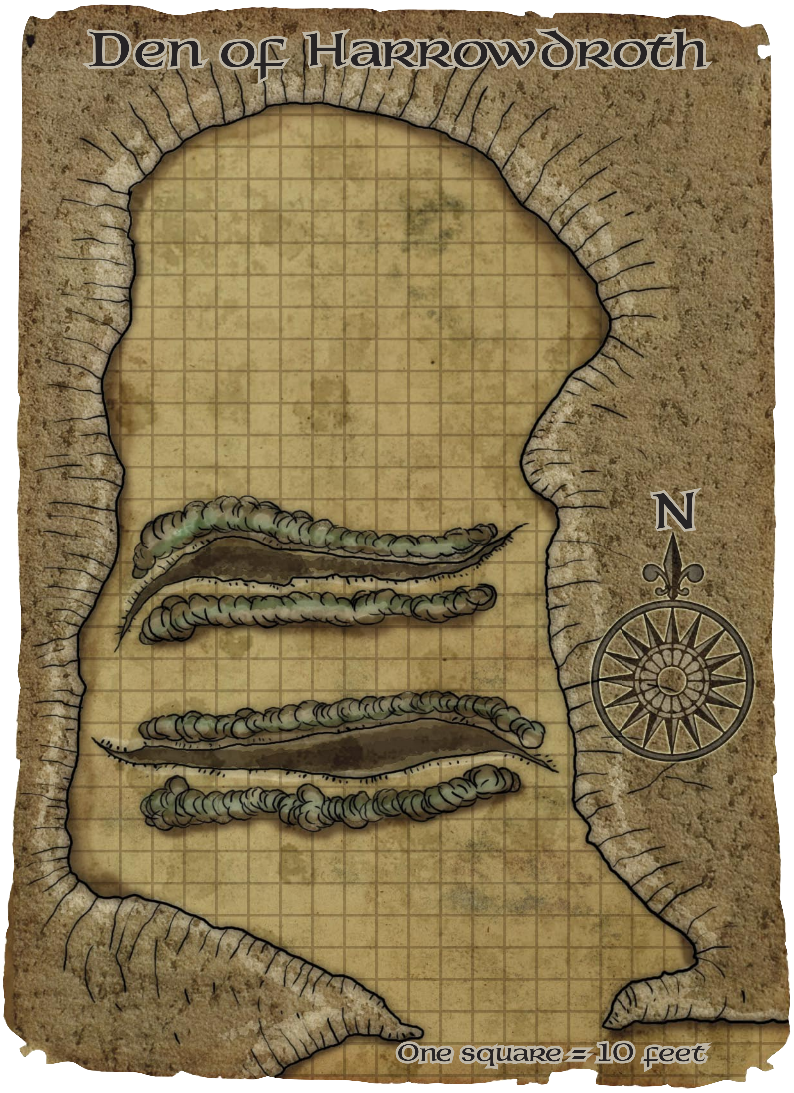
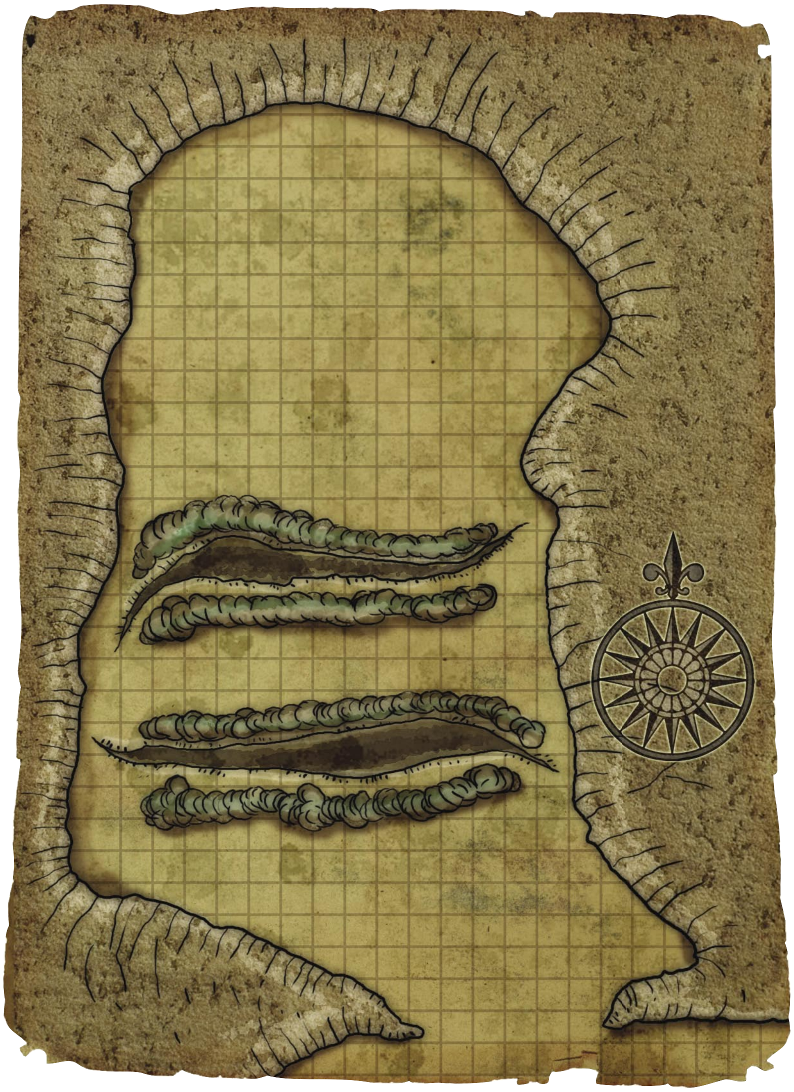

Den of Harrowdroth
N
One square = 10 feet

Robert Lazzaretti



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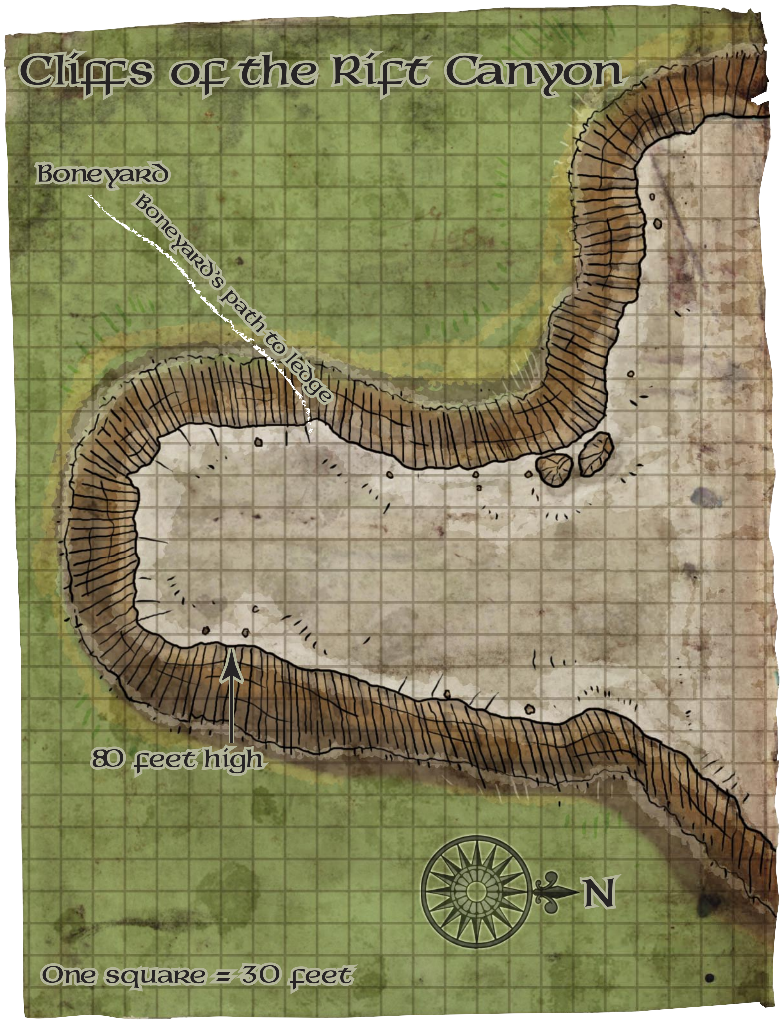
Cliffs of the Rift Canyon
Boneyard
Boneyard's path to ledge
80 feet high
N
One square = 30 feet

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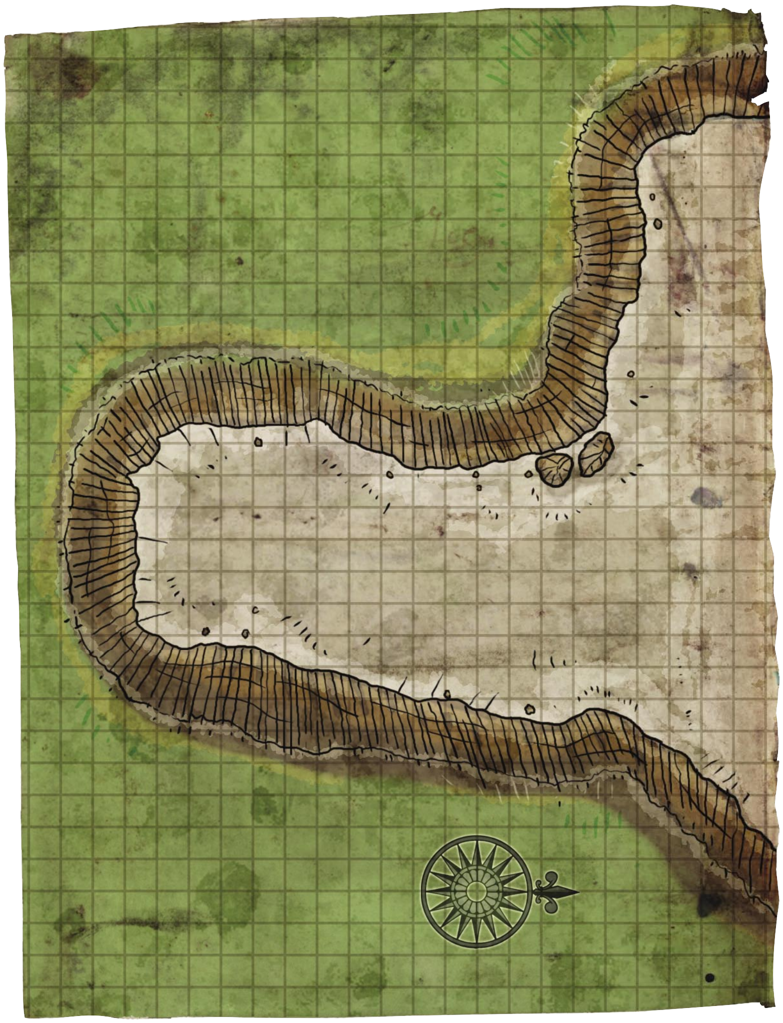

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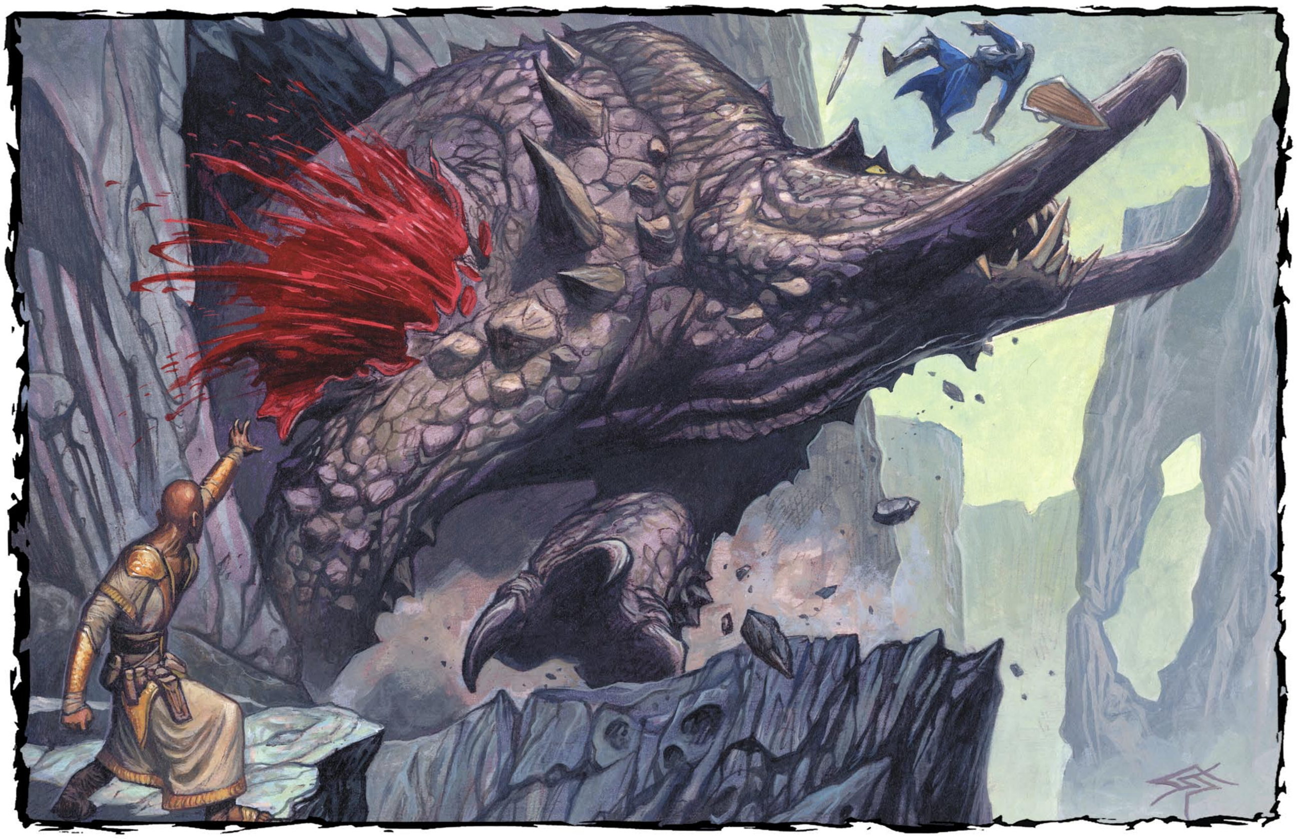
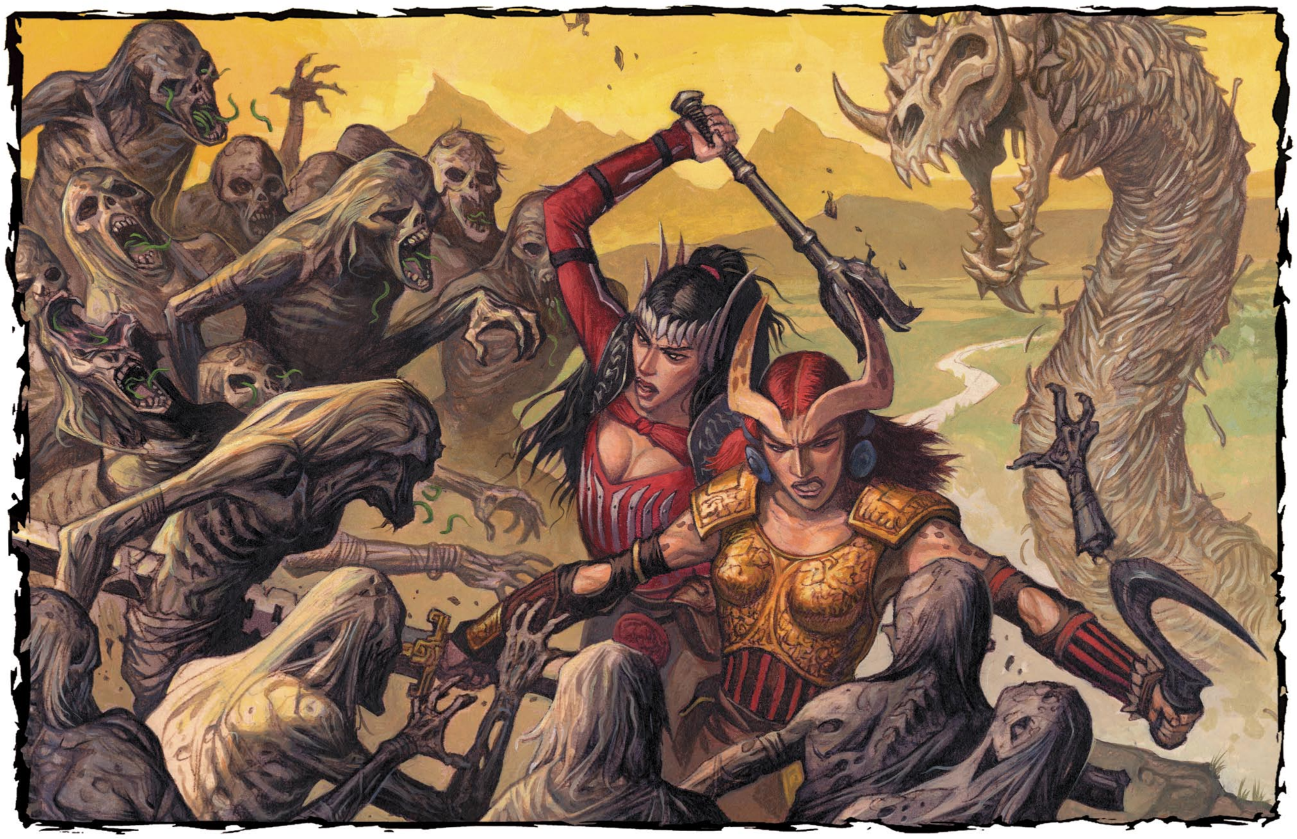


Steve Prescott



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Joachim '06

AGE OF WORMS

KINGS OF THE RIFT

The Rift Canyon is a scar through the heart of the Bandit Kingdoms, an immense chasm over 200 miles long and in some places more than a mile deep. How or why it was formed remains a mystery, but its original inhabitants are known by the remains of the homes and settlements they left behind. The ancient *steinjotunen*, the stone giants, once dwelt in great fortresses in the caverns that riddle the Rift's walls, and those bold enough to brave the canyon's shadowy depths can still see massive burial mounds left by those enigmatic forebears. Yet giants were not the only ones to settle here. One such group was the now forgotten druidic Order of the Storm, and their breathtaking city of Kongen-Thulnir hides a treasure that could decide the fate of the world.

"Kings of the Rift" is a DUNGEONS & DRAGONS adventure designed for four 18th-level characters. It is also the tenth chapter of the Age of Worms Adventure Path, a complete campaign consisting of 12 adventures, several "Backdrop" articles to help Dungeon Masters run the series, and a handful of poster maps of key locations. Your PCs will advance to 19th level at some point during this adventure, and should be well along the way to 20th level by the time they capture Dragotha's phylactery. For additional aid in running this campaign, check out *DRAGON's* monthly "Wormfood" articles, a series that provides additional material to help players survive the Age of Worms. Before the PCs travel to Kongen-Thulnir, they may wish to take some time to research and craft magic items, especially if they played through "The Library

✎ BY GREG A. VAUGHAN
🎨 BY JOACHIM BARRUM, STEVE PRESCOTT, AND EVA WIDERMANN
Ⓝ BY ROBERT LAZZARETTI
AGE OF WORMS CALLIGRAPHY BY DARLENE

ADVENTURE PATH | HIGH-LEVEL (13TH–20TH) | DUNGEON CRAWL of Last Resort," since at the end of that adventure the PCs learn of the lost lore of the Order of the Storm. Issue #342 of *Dragon* presents several magical items that the PCs can construct using Item Creation feats that fit into the mythos of the Age of Worms campaign.

Of course, you can also run "Kings of the Rift" as a stand-alone adventure, or even as part of a campaign of your own design.

Adventure Background

The Age of Worms draws nigh. After several centuries of deathless slumber, the undead dragon Dragotha has emerged from hiding and returned to the Wormcrawl Fissure, where he toils to bring about the recrudescence of the Wormgod Kyuss. His minions scatter far and wide, seeking the one item that could cement his invulnerability and certain triumph—his long-lost phylactery.

About 1,500 years ago, Kyuss' forces were defeated by a group of druids known as the Order of the Storm. By stealing Dragotha's phylactery and hiding it in the Citadel of Weeping Dragons in the cliff-fortress city of Kongen-Thulnir, they forced the dracolich to quit the field of battle and retreat. His abandonment of Kyuss' armies at a crucial moment in the conflict caused the tides of war to turn, and the Wormgod was forced back into his nighted prison deep in the Wormcrawl Fissure.

Yet even though Kyuss had been defeated and Dragotha had fled in cowardice, many agents of the Wormgod and the dracolich survived. Over the next several years, their relentless assault on the Order of the Storm reduced the druids' strength to a paltry shadow of their once-great might. Forced to leave the caretaking of Kongen-Thulnir to an allied tribe of stone giants, the surviving druids fled to the island of Tilagos, where they wove a great magic to hide their lore from their enemies.

In the centuries that followed, memory of the Order of the Storm faded, but the giant presence in Kongen-Thulnir did not. As generations passed, their mission of guarding the phylactery vault went from orders to tradition, and from tradition to faith. Other giants came to Kongen-Thulnir, some on errands of peace and others to make war. Control of the ruins changed hands dozens of times through the centuries, but the magic wards and mystical auras left behind by the Order of the Storm persisted. Each new tribe of giants to claim Kongen-Thulnir for their own quickly came to view the Citadel of Weeping Dragons as their responsibility. They knew not what rested within the inner vault of the citadel, yet they knew it was their duty to protect it.

Today, Kongen-Thulnir is ruled by a dying king named Achaime Silvereye. With his life ebbing, the giant factions in the city have begun to splinter, as each sees itself as the rightful heir to Achaime's crown. Worse, when the PCs liberated the lore of the *Fountain of Dreams* at the end of "The Library of Last Resort," knowledge of what lies hidden in the Citadel of Weeping Dragons returned to the world. Dragotha learned that his phylactery is hidden somewhere in the ruins, and when the PCs arrive they find themselves caught in the middle of a war between dragons and giants.

Adventure Synopsis

Having learned where Dragotha's phylactery is hidden, the PCs arrive at Kongen-Thulnir not long after a flight of dragons sent by Dragotha lays siege to the ruined city. Shortly after the PCs arrive, they are attacked by one of Dragotha's commanders, the fiendish green dragon Necrozyte. After this battle, they are reunited with a familiar face—the Ominious Fabler from "The Prince of Redhand."

From there, the PCs explore Kongen-Thulnir until they discover that the most likely resting place for the phylactery is below the imposing Citadel of Weeping Dragons. In order to open the phylactery vault, the PCs must recover two keys (one held by a fire giant in the citadel and the other hidden in a foul cavern called the Carrion Pit). Armed with both keys, the PCs open the vault and must survive a final attack from the leader of the dragon siege—the red dragon Brazzemal.

Adventure Hooks

"Kings of the Rift" is a smash-and-grab adventure; the PCs aren't expected to explore every part of Kongen-Thulnir. As such, this adventure is fairly simple to convert if you aren't running it as part of the Age of Worms. Simply change Dragotha's phylactery into some other potent artifact or object the PCs are seeking, and the remainder of the adventure can be run as written. Perhaps Manzorian, Prince Zeech, or a similar powerful NPC in your campaign hires the PCs to recover this object, or perhaps they just want it for themselves.

PART ONE: THE CITY OF KINGS

At the end of "The Library of Last Resort," the PCs learn that the druids hid Dragotha's phylactery in a place called "Kongen-Thulnir." A DC 30 Knowledge (geography) or bardic knowledge check is enough for a character to recall tales and rumors of this ruined city built into the northern cliffside of the Rift Canyon. If none of the PCs can make this check, they can consult sages, libraries, or divination magic to learn of the significance of the name. In the city of Alhaster, the bard Miomay can tell the PCs legends of how the giant tribes of the Rift Canyon hold Kongen-Thulnir as one of their ancestral homelands. Likewise, the library of the Scarlet Spire of Wee Jas contains books that speak of the location and history of Kongen-Thulnir. The PCs may be surprised to find references to the Order of the Storm in some of these books, including some that mention their alliance with the giants of the city. The owners of these books become confused and shocked if shown these passages, for they do not remember these passages being there before—the knowledge the PCs unleashed from the *Fountain of Dreams* has returned right under their noses.

If the PCs return to Alhaster before traveling to the Rift Canyon, they find that two individuals have left town. Lashonna is nowhere to be found, and her mansion is locked up tight and heavily guarded; these guards say only that she's gone into hiding to avoid the attentions of her enemies for now. If the PCs can make the unfriendly guards helpful, and if they've visited Lashonna before, the guards assure them that she'll contact them when she can, but that for now they should continue on their mission (the guards know the PCs are working on an important matter for their mistress, but don't know the exact details).

Characters who recall the strange little bard who served Prince Zeech may seek him out as well for advice. Unfortunately, the Ominous Fabler is nowhere to be found, and his sudden disappearance has left Zeech in such a mood that his staff spends its days quaking and pale, turning away all visitors for both their safety.

The method by which the PCs travel to Kongen-Thulnir is up to them. Located in the notorious Rift Canyon, Kongen-Thulnir is about 190 miles north-northeast of Alhaster. The Rift Canyon itself is a vast canyon that stretches more than 180 miles east to west through the heart of the Bandit Kingdoms. A rocky wasteland surrounds the Rift on all sides, and rivers drain into the countless pits and caverns that riddle its depths. The lawless folk of nearby settlements have used the Rift Canyon as a sanctuary from their enemies for many years, yet even they have not fully explored the canyon. The canyon is often swathed in thick fog and infested with strange monsters, but for now, the PCs' attentions should be focused on the upper reaches of the Rift, and upon the ruins of Kongen-Thulnir.

You should modify the following description of Kongen-Thulnir as appropriate, based on the method in which the PCs first arrive at the location.

An arid wasteland broken only by the occasional rock formation or copse of scrub oaks stretches to the horizon in all directions save one. In this direction, the land drops away into the immense gulf of the Rift Canyon. It stretches as far as the eye can see to the east and west, a boggling gash in the face of the world. The wind blowing over the strange rock formations perched on the canyon's lips makes a hollow moaning sound.

One hundred feet below the top of the cliff, an immense ruined city of stone lies nestled in a wide, open cavern. Hundreds of multi-leveled buildings and towers rise inside this cavern, creating a vertical cityscape of spires, battlements, and stone bridges. Spires of rock protruding precariously from the cliff's lower face rise up before the cityscape. Some of these spires are barren, capped only by the odd bush or rock formation, but two support large castles of their own, and connect to the main city via slender bridges of stone.

Smoke rises from several parts of the ruined city, and many of the buildings are recently damaged or destroyed. The source of this damage is readily apparent, for the city of Kongen-Thulnir is under siege by dragons.

As long as the characters remain at a distance, they can observe the dragon siege in relative safety. Before long, they should also see giants active in the ruins, sometimes manning the various siege engines that defend the ruins, at other times running for cover. Once the PCs approach Kongen-Thulnir, make certain to mention dragons flying in the distance, attacking other sections of the city. This should set the PCs on edge, and eventually the dragons themselves notice them. The dragon attacks on the PCs are detailed in Event 3.

Kongen-Thulnir Features

Built by ancient stone giants, Kongen-Thulnir was constructed in large caverns in the face of the Rift's northern cliffs in order to prevent easy access by enemies. The city's multi-level buildings mingle with the walls of the cliffside cavern and each other in a confusing array of alleys, stairs, doorways, and walls on a prodigious scale. The top of the upper city's cavern lies 100 feet below the edge of the cliff, while the canyon bottom is 1,000 feet below.

The Order of the Storm chose Kongen-Thulnir as the place to hide Dragotha's phylactery because their alliance with the stone giants that dwelt there was secret, and because the location itself was extremely defensible. Before they stole the phylactery, the druids constructed the Citadel of Weeping Dragons to protect the chamber that would become the phylactery vault. Additionally, they wove a powerful spell over the entire city, similar to that of a *geas,* that would subconsciously compel the giants to forever guard the vault. Unfortunately, the stone giant culture of Kongen-Thulnir died out within a few centuries, defeated by a more barbaric tribe of hill giants. Over the centuries to come, Kongen-Thulnir became a traditional contested ground for the giant tribes of the Rift Canyon, with rulership of the city changing once or twice a century as new tribes replaced the old. Yet for all the tribes that have held Kongen-Thulnir, each felt the pull of the ancient druidic magic and the desire to protect the Citadel of the Weeping Dragon. Further details on this magical ward appear on the next page.

The buildings of Kongen-Thulnir are primarily composed of three-foot-thick superior masonry walls, though in some places they abut the cavern walls or actually delve back into the rock. Roofs are composed of the same masonry, supported by beams of petrified wood that protrude from the walls. Ceilings are twenty feet high. Doors are strong wood, fifteen feet high and six inches thick. Most of these doors can be locked by sliding bolts that are fairly simple to pick. Due to the weight of these doors, each requires a DC 15 Strength check to open.

Superior Masonry Walls and Roofs: 3 ft. thick; Hardness 8; hp 270; Break DC 50, Climb DC 20.

Strong Wooden Door: 6 in. thick; Hardness 5; hp 60; Break DC (locked) 32; Open Lock DC 25.

Physical Defenses

With its long history of warfare, the dwellers of Kongen-Thulnir have created several special defenses designed to enhance the city's natural defenses. The primary weapons are ballistae and heavy catapults (described on pages 99–100 of the *Dungeon Master's Guide*) which use both normal ammunition and the special ammunition described below.

Crawler Loads: These severed carrion crawler heads have had their tentacles bobbed and orifices stitched shut. Cured and processed into hollow shells that maintain their rigidity, they shatter easily upon impact with a solid surface or creature. Each crawler load contains a large reservoir of carrion crawler brain juice poison. Bundled in burlap bags and fired from catapults as ranged touch attacks, a creature struck by one of these loads is drenched in distilled contact poison and must make a DC 24 Fortitude save to resist becoming paralyzed for 2d4 rounds (the DC of this save is increased due to the quantity of poison involved in the attack).

Guylines: Heavy steel chains are strung at strategic places throughout the city, anchored to portions of the cliff face. These chains are painted to match the coloration of the stone of the city and cliffs. From the ruins themselves, the guylines are easy to see during the day when they stand out against the sky. At night, or when approaching the city from the air, they are much more difficult to spot. A DC 25 Spot check allows a flying creature to notice a guyline before it hits, in which case it can make a DC 20 Reflex save to avoid flying into the line. A flying creature that strikes a guyline takes 1d6 points of damage per 10 feet of their fly speed. Any flying creature that takes damage from a guyline must make a DC 20 Reflex save or be unable to move further in that round—if the creature cannot hover, it falls.

Heavy Harpoons: These broad-bladed barbed spears are fired from ballistae, dealing damage as regular ballista bolts. On a hit, they lodge in an opponent who fails a Reflex save (DC 10 + the damage dealt). A harpooned creature can move only at half speed and must make a DC 15 Concentration check to cast spells. The harpoons have an attached chain anchored to a point of rock on a nearby cliff face designed to break free when tugged on sharply (such as by a harpooned dragon). Once tugged, the 10,000 pound boulder breaks free and falls, increasing the creature's encumbrance and further dwindling its already-reduced fly speed, forcing its plummet into the canyon below. An intelligent harpooned creature can remove a lodged harpoon as a full-round action if it has two free hands. This deals damage equal to that dealt by the initial harpoon strike, although a DC 15 Heal check made during the removal negates this additional damage.

Magical Defenses

The ancient ward placed over the city by the Order of the Storm causes those who live in the region (or are born there) to develop a strong hatred of all things draconic, and fosters an equally strong desire to protect the Citadel of Weeping Dragons from invasion. These effects have weakend somewhat over the centuries, to the extent that some of the giants born in the region lack this magical mandate—this is one of the primary sources of the constant fighting between tribes in the region.

The ward also suppresses divination magic within the area of Kongen-Thulnir. Any spell from this school cast within the city or from beyond the city against a target within the city has a chance of failure. The caster must make a DC 30 caster level check in order for the spell to succeed.

The Giants of Kongen-Thulnir

Hundreds of individual giants and humanoids call the city of Kongen-Thulnir home. Most conform to the standard examples of their races found in the *Monster Manual*. Unique individuals are detailed in the adventure as they are encountered.

Currently, the cloud giant Achaime Silvereye rules the city, yet his time grows short. The venerable giant lies on his deathbed, and the various tribes he had united under his rule are splintering. Today, three giant factions dwell within Kongen-Thulnir, each of which is convinced that they have the right to inherit rule of the city and that the other two tribes should be put down. These three tribes are detailed below.

Khargakhan (Riftlords): The Khargakhan are the loyalists of Kongen-Thulnir, hill giants and fire giants who remain faithful to the King of the Rift, Achaime Silvereye, despite the cloud giant's advancing age. Since the one-time subchief of the Khargakhan (a hill giant named Charlgar) attempted a coup but was defeated, the day-to-day rule of the Riftlords has fallen to the hill giant Bagg. Unfortunately, Bagg's cowardice and lack of leadership qualities ensured that the civil war remained locked in a stalemate until Dragotha's forces laid siege to the troubled ruins.

The Riftlords currently control the southern section of Kongen-Thulnir (areas **M–Q**).

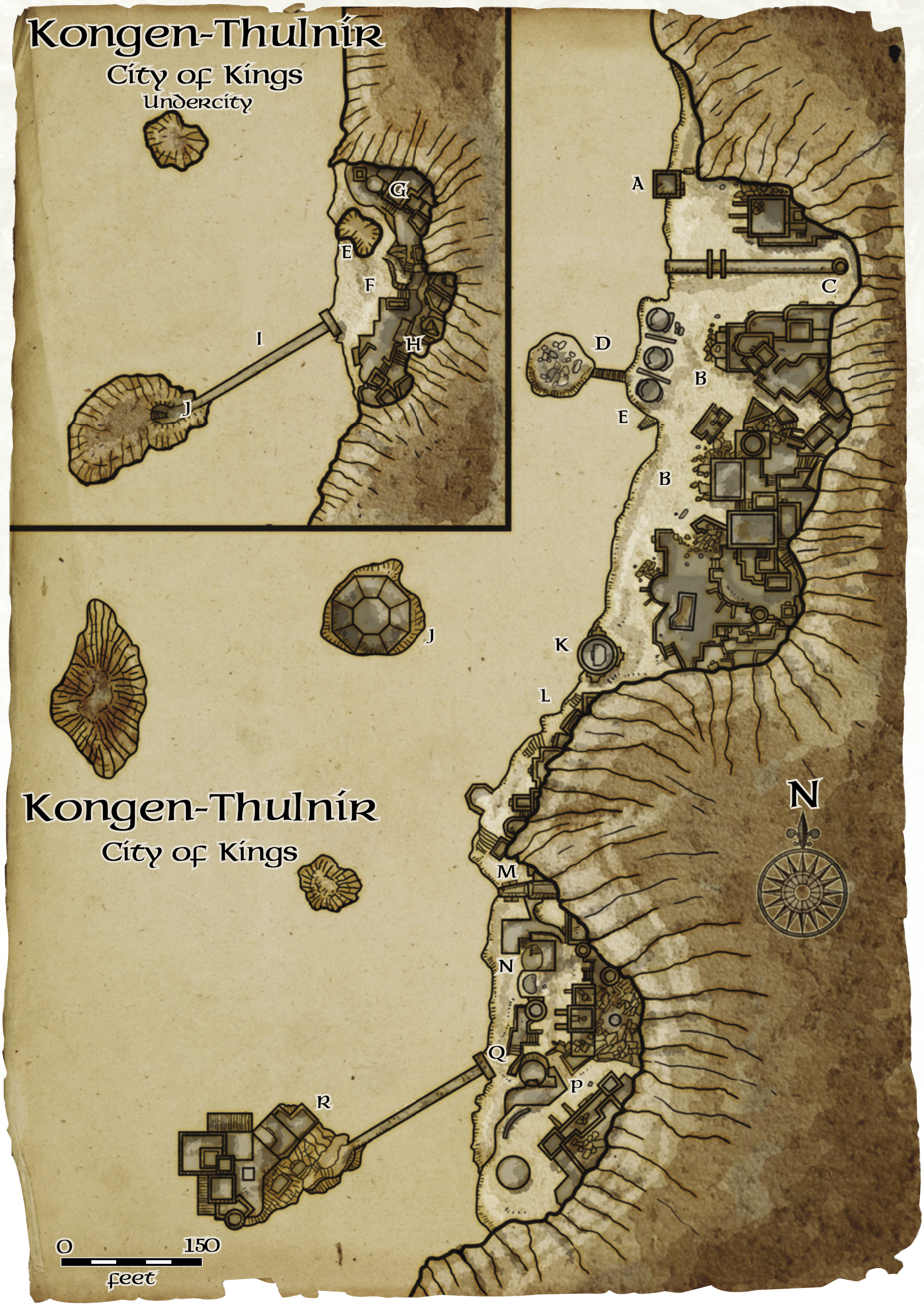
Important Members: **Achaime Silvereye, King of the Rift** (NE venerable male cloud giant cleric of Erythnul 14); **Bagg Harthgar, Captain of the Rift** (LE male hill giant fighter 10).

Khargak-dwergun (**Rift Crawlers**): The newest tribe of Kongen-Thulnir is in fact a splinter tribe of hill giant dissidents led by Charlgar, who had long rankled under Achaime's rule. His failed coup nearly cost him his life, and for the past several months he has worked hard to rebuild his forces. His latest plan was to engineer the theft of one of the two keys required to access the phylactery vault in the Citadel of Weeping Dragons. Charlgar had the aid of a traitorous frost giant named Vercinabex Tor, and the two of them left evidence to implicate the Riftlords in the hope that the Tiamikal Nul-Shada (see below) would attack their enemies. Unfortunately for Charlgar, the dragon siege began before the Tiamikal Nul-Shada could stage their assault.

The Rift Crawlers claim the Undercity now (areas **E–H**).

Important Members: **Charlgar, Chieftain of the Khargak-dwergun** (CE male hill giant fighter 10); **Wilmot Coldtooth, assistant keeper** (NE male dwarf rogue 19).

Tiamikal Nul-Shada: The third tribe of giants in Kongen-Thulnir is also the oldest. These are the Tiamikal Nul-Shada, the keepers of the Citadel of Weeping Dragons. The bulk of this small but powerful tribe consists of several fire giant fighters led by several diverse giants who have succumbed completely to the ancient wards of the Order of the Storm. The Tiamikal Nul-Shada live only to protect the Citadel's inner vault from all intruders. None of them suspects the nature of what they guard, although one of their members, Vercinabex Tor, believes a great treasure


Kongen-Thulnir
City of Kings
Undercity
G
E
F
I
H
J
A
C
D
B
E
B
J
K
L
Kongen-Thulnir
City of Kings
N
M
N
Q
P
R
0
150
feet

is hidden within. This traitorous giant wants to sieze the contents of the vault for himself, and has secretly allied with Charlgar of the Rift Crawlers.

Important Members: **Kagro Thundersmiter**, (LE male fire giant rogue 8/dragonstalker 4); **Vercinabex Tor**, (NE male frost giant sorcerer 16); **Bram Cleftshank**, (LE male fire giant ranger 2/dragonslayer 6).

Kongen-Thulnir Map Key

Key areas in the ruins of Kongen-Thulnir are explored here, although most of the buildings themselves are left undetailed. You can develop these unmapped areas as you see fit to expand "Kings of the Rift." As the PCs explore Kongen-Thulnir, remember that the ruins are in the middle of an assault by dragons. Some of the encounter areas in Kongen-Thulnir contain scenes in which the PCs can take part in this battle, and the section after the map key details several events that occur at specific times during the adventure.

Apart from the giants the PCs may meet during these events and encounters, a large number of giants, orcs, ogres, bugbears, and troglodytes dwell in Kongen-Thulnir. For the most part, you should use these creatures as noncombat encounters since they'll hardly be a problem for the PCs. Mentioning a group of orcs fleeing for cover or a band of bugbear archers being slain by a dragon in the background here and there can help establish the frantic mood of the siege.

Most of these inhabitants of the city (giant and non-giant alike) have an indifferent attitude toward the party, as they are much more concerned with the attacking dragons. If their attitude is changed to helpful, they may be able to give the PCs directions to somewhere in the city, or tell them a little about the current political climate.

A. City Gate (EL 14)

The only land route into Kongen-Thulnir is a thirty-foot-wide ledge that winds down from the edge of the Rift Canyon above. Access to Kongen-Thulnir via this ledge is controlled by the gate here, a forty-foot-tall, two-story structure made of bronzewood poles bound with heavy chains. A sixty-foot tower with a battlement roof and many loopholes watches over the area.

Because the northern half of Kongen-Thulnir became a warzone, the guards who were normally stationed here have long since vacated their posts.

Creatures: A dozen hill giants have holed up in this tower. Each is a member of the Riftlords, and while they remain loyal to King Achaime, they have little interest in continuing the battle against the Rift Crawlers since their commander was slain by the fiendish green dragon Necrozyte. They suspect Necrozyte is still in the area, waiting for them to try to escape, so they've decided to wait out the siege in the relative safety of this tower. Their initial attitude toward the PCs is hostile, but if made helpful these giants can serve as guides or allies, if promised an escort back to King Achaime's palace (area **P**).

Hill Giants (12): hp 102 each; *Monster Manual* 123.

B. Northern Kongen-Thulnir

The northern section of the ruined city had already seen its share of combat by the time the dragon siege began, for it was here that the majority of the skirmishes between the Riftlords and the Rift Crawlers has taken place. Buildings stacked one upon the other rise almost to the cavern's 100-foot ceiling at the rear wall. None of the dwellings delve far into the mountain. This area's residents are primarily hill giants with bugbear slaves, although those that remain here have retreated deep into their homes to hide.

C. City Well

Water gurgles up into a cistern cut in the rock, where it is funneled into an aqueduct that travels under a bridge and over the cliff's edge. The river is only 5 feet deep and the current is not very strong. The smooth-sided cistern itself is 40 feet deep. The water here is pure, although control over it has shifted between the Riftlords and the Rift Crawlers too many times to count in recent memory. Currently, no giants control the well, and its waters are undefended.

D. Flatrock Pinnacle

This flat-topped pinnacle of rock is connected to Kongen-Thulnir by a swaying bridge of wood and chains. It once held catapult and ballista emplacements, but they have all been destroyed by dragon attacks. The charred and melted corpses of dozens of giants lie on the stone. Characters moving about on this area are exposed, and if they haven't attracted Necrozyte yet (see Event 1), the fiendish green dragon spots them here and attacks at once.

Necrozyte: hp 235; seep page 61.

E. Steps of the Ancients

Handholds cut into the cliff face here provide a giant-sized ladder that descends 120 feet to the lower portion of Kongen-Thulnir known as the Undercity. A Large or larger creature can navigate this ladder with a DC 5 climb check, but smaller creatures must make a DC 15 Climb check to do so. A slain mature adult blue dragon lies in a bloody heap at the base of the ladder, its teeth, horns, and claws having been claimed by giants as trophies.

F. Undercity

The bowels of the city are filthy and reek horribly—before civil war came to Kongen-Thulnir, the Undercity served as the slums. Now, the place is the home of the Rift Crawler tribe. Those unfortunate giants who dwelt here and didn't swear loyalty to the Rift Crawlers were dragged to the edge and hurled to their deaths.

This area has been spared the brunt of the attack by the dragons. The buildings form a hive of overlapping walls, zigzagging alleys, and claustrophobic tenements. Many of the ruin's indentured servants (primarily orcs, bugbears, and troglodytes) dwelt here, and as a result many of the buildings have been modified for use by Medium creatures. The ceiling of this cavern is only 60 feet high, and roofs of many of the buildings scrape against it near the back wall.

G. House of the Rift Crawlers (EL 16)

This shabby structure has been crudely fortified to serve as the headquarters of the Rift Crawler giants, although the cagey giants have taken care to disguise their fortifications as rubble and ruin. The Rift Crawlers within consist of 27 hill giants, all of whom have had run-ins with the dragons and none of whom want to venture back outside until the siege blows over. Their leader, Charlgar, is absent, and the Rift Crawlers fear that he was slain in one of the first dragon attacks. In fact, Charlgar barely escaped death when the red dragon Brazzemal attacked him and his minions during an assault on King's Gate Tower (area **M**). Charlgar managed to escape to the Carrion Pit (area **H**), where he hopes to outwait the siege.

Hill Giants (27): hp 102 each; *Monster Manual* 123.

H. The Carrion Pit

Traditionally the city's midden and dump, an enterprising dwarf named Wilmot uses this building as a place to distill the carrion crawler brain juice poison used in Kongen-Thulnir's defense. This area is detailed further in Part Three.

I. Far Tower Bridge

A natural stone bridge, 20 feet wide and 10 feet thick, connects the Undercity to the Far Tower Rock (area **J**). Numerous guylines protect this bridge, although nearly a third of the cleverly-hidden chains have been broken by dragons attempting to destroy it.

J. Far Tower Rock (EL 24)

A 110-foot-tall tower squats atop this stone pinnacle. The tower is heavily fortified, with two heavy catapults and four ballistae atop it. A winch and pulley brings heavy supplies up from the bridge below. This tower's position gives it a great tactical advantage over anyone who attacks the city itself, and its clear lines of fire allow for attacks on dragons throughout the ruins. The tower has taken a beating as a result, and during this adventure it remains one of the primary strike points for the dragons.

Creatures: A dozen hill giants and half a dozen fire giants are entrenched in this tower, unable to escape, but so far their skill with siege weapons has prevented the dragons from destroying it. Brazzemal believes this tower to be one of three sites most likely to hide Dragotha's phylactery (the other two being the Palace at area **P** and the Citadel at area **R**), and for now focuses his attacks here, with the aid of five adult green dragons. Once the dragons destroy the tower (which should occur at some point when the PCs are watching elsewhere in the ruins), he moves on to the Palace.

If the PCs try to reach this bunker, they'll find themselves targeted not only by the dragons that are laying siege to the structure, but by the giants who man the siege weapons within. Ultimately, there's nothing of interest for the PCs—all they'll find here is a tough, deadly fight. Brazzemal avoids direct confrontations with the PCs at this time, instead leaving them to his green dragons while he retreats further into the Rift Canyon, biding his time.

Hill Giants (12): hp 102 each; *Monster Manual* 123.

Fire Giants (6): hp 142 each; *Monster Manual* 121.

Brazzemal the Burning: hp 527; see page 84.

Adult Green Dragons (5): hp 230 each; *Monster Manual* 75.

K. Round House (EL 18)

This heavily fortified tower rises to a height of 60 feet. Outfitted with two ballistae and one light catapult, this bunker has been targeted a few times by the dragons but remains undamaged for the most part.

Creatures: This tower is currently held by a group of seven hill giant fighters loyal to the Rift Crawlers. Although control over this key fortification has traditionally changed between them and the Riftlords on a weekly basis, this band of giants happened to be in command when the dragon siege began. Three of the giants take cover inside the tower, catching what rest they can, while the other three man the weapons on the tower roof. They assume anyone approaching the tower without a Rift Crawler escort is the enemy, and open fire with crawler loads (thrown by hand as if they were boulders), hurled boulders, and standard ballista loads upon anyone who approaches within 60 feet of the tower. The giants know little about the siege, but they do know that their leader, Charlgar, has retreated to the Carrion Pit. Significantly braver than their cowardly kin in area **G**, these giants refuse to abandon their post.

RIFT GIANT FIGHTER (7) CR 12
Hill giant fighter 5
NE Large giant
Monster Manual 123
Init +3; **Senses** low-light vision; Listen +5, Spot +5
Languages Giant

AC 26, touch 8, flat-footed 26
hp 149 (17 HD)
Fort +16, **Ref** +4, **Will** +5

Spd 30 ft.
Melee* mwk warhammer +20/+15/+10 (2d6+11/×3)
Ranged rock +12 (2d6+8) or
crawler load +12 touch (paralysis for 2d4 rounds, DC 24 Fort. resists)
Space 10 ft.; **Reach** 10 ft.
Base Atk +14; **Grp** +26
Atk Options Cleave, Great Cleave, Improved Bull Rush, Improved Overrun, Improved Sunder, Power Attack
Combat Gear *potions of cure moderate wounds* (2), *potion of resist fire*, *potion of levitate*
*3-point Power Attack

Abilities Str 26, Dex 8, Con 19, Int 6, Wis 10, Cha 7
SQ rock catching
Feats Cleave, Great Cleave, Improved Bull Rush, Improved Initiative, Improved Overrun, Improved Sunder, Power Attack, Weapon Focus (warhammer), Weapon Specialization (warhammer)
Skills Climb +7, Jump +7, Listen +5, Spot +5
Possessions combat gear, masterwork half-plate, masterwork heavy steel shield, masterwork warhammer, 100 gp

L. The Ledge (EL 19)

This relatively narrow stretch of ledge was where most of Kongen-Thulnir's craftsmen dwelt, although when the civil war began these folk found themselves on the uncomfortable border between the two warring tribes. The giants and bugbears here gathered their gear and relocated rather than try to keep their homes on the battlefront. A single, still-functional ballista exists on this ledge, its hill giant crew lying dead nearby, victims of green dragon breath. The ballista still has seven bolts remaining and three harpoon loads. Guylines have been strung between the cliff face 50 feet above the ledge and the side of area **J,** as well as between the cliff and another rock pinnacle south of **J**.

Creature: One of the more dangerous and exotic dragons to take part in the siege is the wyrm fang dragon Xyzanth. This ferocious dragon has taken up temporary residence in a small cavern about 30 feet below the ballista, and if he hasn't already confronted the PCs, he may do so here.

Xyzanth: hp 412; see page 65.

M. King's Gate Tower

This forty-foot-tall tower stands alongside a twenty-foot-high set of heavy wooden gates built into a stone gatehouse. Traditionally, this gate separated the southern city (where the giant "nobility" dwelt) from the northern section (where the common folk lived). The gate was recently assaulted by Brazzemal and his dragons, and the Riftlord giants who were stationed here were forced to flee to the palace. The tower now stands partially ruined and empty.

N. King's Enclave

When Brazzemal and his dragons first arrived in Kongen-Thulnir, their initial assault was against this section of the city. They caused a fair amount of damage before they attracted the attention of the dragonslayers from the Citadel of Weeping Dragons and made a strategic retreat to focus their attentions on the northern portion of the ruins.

This section has suffered heavy damage, and bodies of giants litter the ground alongside a few dragon corpses. The whole area is split into terraces and 10-foot-deep fighting positions, allowing the giants to gain cover, higher ground, flanking positions, and every other advantage possible against anyone who tries to assault the palace (area **P**) on foot. Guylines are thick in the air above these buildings.

O. Barracks House

This large structure once held a garrison of Riftlord soldiers. It is now a partially-collapsed, burnt-out shell, having been one of the first targets destroyed by the dragons. The hindquarters of an old blue dragon are visible protruding from the smoldering rubble where it crashed. There are no survivors in the building—the giants who were once stationed here have relocated to the palace (area **P**).

P. Riftlord Palace

This imposing edifice is the personal domain of King Achaime Silvereye. Its façade is heavily damaged, but its interior remains sound. The palace chambers extend deeply into the wall of the Rift Canyon, and here the aged king and his retinue huddle for shelter. Achaime is extremely old and no longer an able combatant, yet he remains a powerful presence in the ruins. Hiding with him in the tunnels are his new sub-chief Bagg, a half dozen hill giant fighters, a dozen fire giants, twice that many mundane hill giant retainers, and several dozen simpering bugbear servants. The entrances to the palace have been sealed, and the giants within have no interest in emerging until the dragons move on. Achaime's palace represents an excellent place to expand the scope of this adventure, for the secret vaults deep within hold the treasures amassed by several generations of giant kings.

Q. The Blood Arch

This arch of blood-red stone rises 60 feet above the ledge. Its eastern surface is painted with ochre and inscribed in Giant with warnings and praise for valor in combat against their enemies. The ancient stone giants constructed this to honor their fallen warriors after the battle against Kyuss. An investigation of the runes reveals characters for "Worm" quite often, although this word could also mean "Dragon."

Beyond the arch stretches an unsupported natural stone bridge, 10 feet wide and 10 feet thick. Although it looks like it could fall into the canyon at any moment, it is quite sturdy and can support the weight of several giants at once with ease.

R. The Citadel of Weeping Dragons

This citadel guards the vault that contains Dragotha's phylactery. It is detailed further in Part Four.

PART TWO: THE DRAGON SIEGE

Dozens of dragons comprise the force called together by Dragotha to recover his phylactery and lay waste to Kongen-Thulnir. The dragons are led by a murderous ancient red dragon named Brazzemal. Most of Brazzemal's dragons are younger creatures, but there are a few dragons of great fame and prowess leading the attack. Ten minutes of observation and a DC 25 Spot check allows a character to estimate the number of dragons taking part in the raid. There are approximately a dozen young adult black dragons, 10 adult green dragons, about half a dozen mature adult blue dragons, and four unique dragons. Additional dragon bodies can be seen here and there in the ruins, and certainly more of them lie hidden in a tangled heap hundreds of feet below in the misty depths of the canyon.

Spotting the four unique dragons requires not only study of specific parts of the city, but successful Spot checks followed by successful Knowledge (arcana) or bardic knowledge checks to recognize the dragon in question.

Brazzemal the Burning (Area J; DC 15 Spot; DC 20 Knowledge): Brazzemal is a notorious ancient red dragon. Hundreds of years ago, his fury brought an age of fire down upon several southern nations, and countless adventurers perished in an attempt to locate the dragon's lair in the inhospitable Hellfurnaces. Eventually, the dragon allied with the giant armies of King Snurre and played a part in the razing of Sterich. He hasn't been heard from in nearly two decades.

DM's Information: Brazzemal was slain by adventurers 19 years ago in a volcanic cavern beneath King Snurre's halls, only to be *resurrected* several years later by an agent of Kyuss who offered the dragon a position of power at Dragotha's side. Brazzemal ate the cleric, then flew north on his sound advice and sought out Dragotha in the Wormcrawl Fissure, pledging his allegiance to the undead dragon in thanks for his return to life.

Necrozyte (DC 27 Knowledge): This fiendish old green dragon hails from the Nine Hells, where she served as a guardian over one of Tiamat's hoards. When a particularly sly adventuring party recently stole a *book of infinite spells* from this hoard, Tiamat exiled Necrozyte to the Material Plane, where she has maintained a relatively low profile. The first time the PCs encounter Necrozyte is in Event 1; they have no chance to spot her before this event occurs.

DM's Information: Necrozyte's hatred of Tiamat fuels her loyalty to her new master, Dragotha. She hopes to learn the secret of Dragotha's unnatural existence so that she can return to Avernus as a dracolich and organize the overthrow of the Chromatic Dragon.

Vermirox (All Areas; DC 20 Spot; DC 25 Knowledge): Vermirox is a loud and obnoxious old blue dragon that has dwelt in the Rift Canyon for nearly 500 years. Rumor holds that his lair is an immense cavern below Wraithkeep at the eastern edge of the canyon.

DM's Information: Vermirox obeys Dragotha mostly out of fear; in his heart, he loathes the dracolich and wants to control the Rift Canyon himself. Of all the dragons in the siege, he is the most likely to betray Dragotha if the situation warrants such an action.

Xyzanth (Area L; DC 30 Spot; DC 30 Knowledge): Xyzanth is a particularly rare dragon known as a fang dragon. Denizens of the most remote mountain ranges, fang dragons lack the distinctive breath weapon attack of most dragons, yet their bite can drain away life at a horrific rate. Xyzanth dwelt in the depths of the Griff Mountains, where he warred endlessly with the orcs and dwarves of the mountains.

DM's Information: Xyzanth serves Dragotha as a scout and assassin, a role he has held for nearly eight centuries. When he received the summons to aid Brazzemal, Xyzanth was loath to heed the call of his old master until the undead dragon promised him carnage and slaughter on a magnificent scale. Lured from his deep caverns, he came to the Rift seeking nothing more than to do battle with the most powerful of the Kings of the Rift. Dragotha called him for just that reason, hoping he would occupy the rift city's best defenders while the rest of the force searches for the phylactery.

Event 1: Fiendish Welcome (EL 20)

No matter how the PCs arrive in Kongen-Thulnir, they happen to enter the ruins at a point where the fiendish green dragon Necrozyte is patrolling.

Creatures: Necrozyte has been ordered by Brazzemal to patrol the perimeter of Kongen-Thulnir and to watch for anyone trying to sneak out of the city. The red dragon chose Necrozyte for this mission not only because her *ring of invisibility* affords her greater stealth than the other dragons, but because of her especially keen senses. Unless the PCs take excellent precautions to avoid being observed, Necrozyte notices their entrance into the city and swoops down to attack.

NECROZYTE **CR 20**
Female old fiendish green dragon
LE Huge dragon (air, extraplanar)
Monster Manual 74, 107
Init +0; **Senses** blindsense 60 ft., darkvision 120 ft., low-light vision; Listen +38, Spot +38
Aura frightful presence (DC 27, 240 ft. radius)
Languages Abyssal, Auran, Common, Draconic, Infernal

AC 33, touch 8, flat-footed 33
hp 325 (26 HD); **DR** 10/magic
Immune acid, paralysis, sleep
Resist cold 10, fire 10; **SR** 25
Fort +21, **Ref** +15, **Will** +19

Spd 40 ft., fly 150 ft. (poor)
Melee* bite +32 (2d8+18) and 2 claws +30 (2d6+13) and 2 wings +30 (1d8+13) and tail slap +30 (2d6+23)
Space 15 ft.; **Reach** 10 ft. (15 ft. with bite)
Base Atk +26; **Grp** +44
Atk Options Flyby Attack, Power Attack, Quicken Breath; smite good 1/day (+20 damage)
Special Atk breath weapon (50 ft. cone, 16d6 acid, DC 29 Reflex half)
Spells Prepared (CL 9th, +24 ranged touch)
  4th—*bestow curse* (DC 18), *phantasmal killer* (DC 18)
  3rd—*dispel magic, haste, vampiric touch*
  2nd—*darkness, flaming sphere* (DC 16), *summon swarm, web* (DC 16)
  1st—*mage armor, magic missile, protection from good, shield, true strike*
  0—*arcane mark, dancing lights, detect magic, ghost sound* (DC 14), *mage hand, ray of frost, read magic, resistance*
Spell-Like Abilities (CL 9th)
  3/day—*suggestion* (DC 17)
  1/day—*plant growth*
*5-point Power Attack

Dragon Feats

Several of the dragons in this adventure possess feats from the *Draconomicon*. The game effects of these feats are summarized below.

Multisnatch: When grappling with only the part of the body that made the attack, the dragon takes only a –10 penalty on grapple checks to maintain the hold.

Quicken Breath: When the dragon uses this feat, his breath weapon is a free action to use, but he must wait 4 additional rounds before using his breath weapon again.

Recover Breath: The interval between uses of a dragon's breath weapon is reduced by 1, to a minimum of 1 round.

Shape Breath: Allows a dragon to use a line-shaped breath weapon as a cone, or a cone-shaped breath weapon as a line; when a dragon uses this feat, he must wait 1 additional round before using his breath weapon again.

Tempest Breath: When Brazzemal uses this feat, he must wait 1 additional round before using his breath weapon again. Tempest Breath adds hurricane-force winds to his breath weapon; consult Table 3–24 on page 95 of the *DUNGEON MASTER's Guide* for the effects of hurricane-force wind.

Abilities Str 31, Dex 10, Con 23, Int 18, Wis 19, Cha 18
SQ water breathing
Feats Alertness, Flyby Attack, Hover, Multiattack, Power Attack, Quicken Breath, Skill Focus (Listen, Spot), Wingover
Skills Bluff +33, Concentration +35, Diplomacy +8, Hide +21, Intimidate +35, Knowledge (the planes) +33, Listen +38, Move Silently +29, Search +33, Sense Motive +33, Spot +38
Possessions *amulet of mighty fists +3, ring of invisibility*

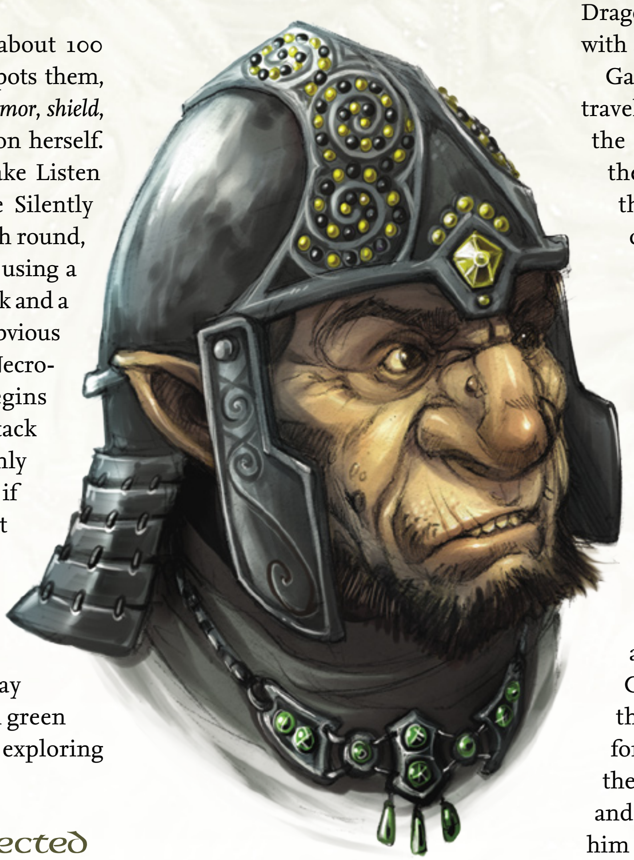
Tactics: Necrozyte hovers about 100 feet above the PCs once she spots them, taking the time to cast *mage armor, shield, protection from good,* and *haste* on herself. Each round, the PCs may make Listen checks opposed by her Move Silently check to notice her. On the fifth round, she swoops down on the PCs, using a quickened breath weapon attack and a smite good bite against any obvious paladins or good characters. Necrozyte's tactics once battle begins make heavy use of Flyby Attack and her magic spells. She only resorts to her physical attacks if confronted with enemies that can match her aerial mobility.

Development: If the PCs manage to sneak into Kongen-Thulnir without Necrozyte noticing them, they may still have to battle the fiendish green dragon if they spend any time exploring area **D** of the ruins.

Event 2: An Unexpected Visitor (EL 20)

In "The Prince of Redhand," the PCs encountered a strange little man known as the Ominous Fabler. In that adventure, the Ominous Fabler served Prince Zeech as a fool and a herald, and while he may not have left much of an impression on the PCs, they certainly did on him.

The Ominous Fabler's real name is Gazzilfek. Up until quite recently, his true master was a stone giant thane named Kolvant Granitebones, leader of a declining tribe of giants who once ruled Kongen-Thulnir before they were forced out by the Riftlords. Kolvant recently experienced a terrible vision wherein he beheld Kyuss' return. While he prepared a pilgramage to Kongen-Thulnir to try to recruit the Riftlords' aid, he sent Gazzilfek out into the world to learn what he could of the Age of Worms. The spriggan's journeys took him to Alhaster, just as the PCs were drawn there, and not long after the PCs spoke to Lashonna at the start of "The Library of Last Resort" he secured his own meeting with the mysterious woman. Lashonna had little use for the spriggan and sent him away once she reailzed this, but the canny rogue nonetheless was able to learn about Dragotha's connection to the Age of Worms.



Ominous Fabler

The Ominous Fabler wasted no time returning to the Rift Canyon and infiltrating the Wormcrawl Fissure. He hoped to learn details concerning the Age of Worms by exploring the source, but unfortunately his overconfidence led to his doom when he was captured by Dragotha.

The undead dragon wasted no time, and oversaw Gazzilfek's transformation into one of the favored spawn of Kyuss. Now a complete thrall of Kyuss, Grazzilfek revealed all he knew to Dragotha, including the fact that the PCs are somehow involved in the forces moving against him. It was at this point that the PCs released the hidden lore of the Order of the Storm, and before long Dragotha learned that his phylactery was hidden in Kongen-Thulnir. He sent Brazzemal and his dragons to secure the site, but he knows the PCs could present a problem. Dragotha turned to his newest minion with a mission.

Gazzilfek has been commanded to travel to Kongen-Thulnir and seek out the PCs. Once he makes contact with them, Dragotha wants him to secure their trust and provide what aid he can in locating the phylactery. The dracolich fully expects Brazzemal and his dragons to be successful, but in the event the PCs make it to the phylactery first, the Ominous Fabler will be there to finish the job.

Creature: The Ominous Fabler approaches the PCs at some point after they arrive in Kongen-Thulnir and after their battle with Necrozyte. If things are going poorly for the PCs in the battle against the fiendish green dragon, Gazzilfek can even step in to aid them. Although he's been transformed by Kyuss worms into one of the undead, his *ring of chameleon power* and his talent for trickery should allow him to disguise himself as one of the living. If he establishes peaceful contact with the PCs, he explains to them that they caught his eye during Zeech's gala. He admits that he'd grown tired of the decadent prince, and saw in the PCs the stuff of heroes. He abandoned Zeech not long after the gala, but had a tough time finding the PCs. It wasn't until now that he managed to catch up to them, and now that he has, he makes them an offer. He'll accompany them as a chronicler of their adventures so that future generations will know every detail of their fight against the Age of Worms.

The Ominous Fabler's tactics are insidious; by playing to the ego of powerful adventurers, he hopes to gain their trust and their friendship. He takes care to not seem a sycophant, but if one of the PCs in particular seems to appreciate his flattery he does focus his attentions there. As long as he remains with the PCs, he stays at the edge of battles, observing events with a sparkling eye. He'll support them with his bardic music as he can, and may rush in to try to stabilize a wounded character or otherwise save the day if the opportunity presents itself, but for the most part he avoids combat. This isn't cowardice, it's common sense. If called on his actions, he points out that if he doesn't survive, the party's story won't survive.

Apart from his devotion to Dragotha and the fact that he's actually undead, the Ominous Fabler keeps no secrets from the PCs. He readily admits to them that he's actually a spriggan (pointing out that even Zeech didn't realize this), and that he serves as advisor and spy for a stone giant thane whose tribe once ruled this city. He explains how the thane's vision caused him to seek out information on the Age of Worms, and how his research brought him to Alhaster. He claims that all of these events were little more than destiny ensuring that his path would cross that of these great heroes.

Once Gazzilfek contacts the PCs and explains that he's a spriggan, he assumes Large size. He reverts to Small size only if the PCs command it. In either size, the Ominous Fabler is a somewhat sinister-looking gnome-like humanoid with a prodigious nose, beady eyes, and pointed ears. In his true form, his eyes are empty sockets with fat green worms writhing within. His flesh is sallow and rotten, and he's taken to wearing scented oils to mask the stench.

GAZZILFEK, THE OMINOUS FABLER CR 20

Male spriggan favored spawn of Kyuss rogue 12/bard 2
CE Large undead
Fiend Folio 163, DRAGON #336
Init +11; **Senses** low-light vision; Listen +15, Spot –1
Aura fear aura (40-ft. radius, Will DC 19)
Languages Common, Giant, Gnome

AC 25, touch 18, flat-footed 25; Dodge, Mobility; improved uncanny dodge
hp 123 (19 HD); fast healing 5 ; **DR** 10/silver
Immune undead traits
Fort +5, **Ref** +24, **Will** +10; improved evasion

Spd 30 ft.
Melee *+0 defending short sword* +19/+14/+9 (1d8+6/19–20) or
unarmed strike +18/+13/+8 (1d4+6 plus Kyuss' gift) or
worm +18 touch (create spawn)
Ranged *+1 light crossbow* +19/+14/+9 (1d10+1/19–20) or
worm +18 touch (create spawn)
Space 10 ft.; **Reach** 10 ft.
Base Atk +12; **Grp** +22
Atk Options Combat Expertise, Spring Attack; sneak attack +6d6
Special Atk create spawn, foul embrace, wormburst
Combat Gear *potions of fly* (2), *wand of invisibility* (42 charges)
Spells Known (CL 2nd)
1st (2/day)—*feather fall*, *grease* (DC 16)
0 (3/day)—*dancing lights*, *mage hand*, *mending*, *message*, *prestidigitation*

Abilities Str 22, Dex 24, Con —, Int 15, Wis 8, Cha 20
SQ bardic knowledge +4, bardic music 2/day (countersong, *fascinate*, inspire courage +1), size change, trapfinding, trap sense +4, turn resistance +3
Feats Combat Expertise, Dodge, Improved Initiative, Improved Unarmed Strike, Lightning Reflexes, Mobility, Rapid Reload (light crossbow), Spring Attack, Weapon Finesse, Weapon Focus (short sword)
Skills Balance +9, Bluff +21, Climb +18, Diplomacy +11, Disable Device +19, Hide +11, Jump +8, Intimidate +18, Listen +15, Move Silently +32, Open Lock +19, Perform (comedy) +16, Perform (oratory) +13, Perform (wind instruments) +6, Sense Motive +16, Sleight of Hand +35, Tumble +28
Possessions combat gear, *leather armor +5*, *+3 defending short sword*, *+1 light crossbow* with 20 bolts, *helm of teleportation*, *ring of chameleon power*, *gloves of Dexterity +4*, scented oils worth 500 gp

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Create Spawn (Su) Once per round as a free action, Gazzilfek can transfer a Kyuss worm to an oppopnent whenever he hits with an unarmed strike. Alternately, he may do so as a melee touch attack or ranged touch attack, hurling a worm at a foe up to 10 feet away. Each worm is a Fine vermin with AC 10 and 1 hit point that can be killed by damage or the touch of silver. On Gazzilfek's next action, the worm burrows into its host's flesh. A creature with a natural armor bonus of +5 or better is immune to this burrowing effect. The worm deals 1 point of damage per round for 1d4+1 rounds, during which time *remove curse* or *remove disease* destroys it and a *dispel evil* or *neutralize poison* delays its progress for 10d6 minutes. A successful DC 20 Heal check can extract and kill it. Once the worm reaches the brain, it deals 1d2 points of Intelligence damage per round until it is either killed or it slays its host (death occurs at 0 Intelligence). A Small, Medium, or Large creature slain by a worm rises as a spawn of Kyuss (not a favored spawn) in 1d6+4 rounds; smaller creatures simply putrefy while larger creatures become zombies. The spawn of Kyuss is detailed on page 186 of *Monster Manual II*.

Fear Aura (Su) Gazzilfek radiates a fear effect that duplicates the effects of the *fear* spell (caster level 7th, Will save DC 19), except that it affects all creatures within a 40-foot radius. A creature that makes the saving throw to resist this effect is immune to Gazzilfek's aura for 24 hours. While he is disguised, Gazzilfek suppresses this aura; he can activate it as a free action.

Foul Embrace (Su) By pressing his face against a helpless victim, Gazzilfek can infest the victim with 2d6 Kyuss worms. This ability is treated as his create spawn ability, save that a victim slain by this infestation rises as a favored spawn of Kyuss.

Kyuss' Gift (Su) A creature hit by Gazzilfek's unarmed strike must make a DC 12 Fortitude save or contract this supernatural disease. The incubation period is 1 day, and the disease deals 1d6 points of Constitution damage and 1d4 points of Wisdom damage. These effects manifest as rotting flesh and dementia, and an affected creature gets only half the benefits of natural and magical healing.

Size Change (Su) At will, Gazzilfek can change his size, alternating between

Large and Small. When he's Small, his statistics change as follows:

Init +13

AC 26, touch 19, flat-footed 26

Ref +26

Spd 20 ft.

Melee +0 *defending short sword* +23/+18/+13 (1d4+1/19–20) or unarmed strike +22/+17/+12 (1d2+1 plus Kyuss' gift) or worm +22 touch (create spawn)

Ranged +1 light crossbow +23/+18/+13 (1d6+1/19–20) or worm +22 touch (create spawn)

Space 5 ft.; **Reach** 5 ft.

Grp +10

Atk Options sneak attack +9d6

Spell-Like Abilities (CL 8th, ranged touch +22)

At will—*produce flame, scare* (DC 17), *shatter* (DC 17)

Abilities Str 14, Dex 28

Skills Balance +9, Bluff +21, Climb +14, Diplomacy +11, Disable Device +21, Hide +21, Jump +4, Intimidate +18, Listen +15, Move Silently +34, Open Lock +21, Perform (comedy) +16, Perform (oratory) +13, Perform (wind instruments) +6, Sense Motive +16, Sleight of Hand +37, Tumble +30

Wormburst (Su) Once per day as a standard action, Gazzilfek can expel a 10-foot-radius burst of Kyuss worms from his body. All creatures in this area must make a DC 24 Reflex save or become infested by 1d6 Kyuss worms.

Tactics: Although the Ominous Fabler is cagey, there's a good chance that the PCs see through his subterfuge well in advance of his betrayal in the phylactery vault. If *true seeing, detect undead*, or good old-fashioned PC paranoia unveils the truth, Gazzilfek activates his fear aura and wormburst abilities if the PCs are in range, and then uses his *helm of teleportation* to flee to the Wormcrawl Fissure. He returns to Kongen-Thulnir a few hours later, appearing near Brazzemal. His tactics at this point change; he begins stalking the PCs, following them secretly and harassing them with ranged attacks during battles.

Event 3: Strafing Runs (EL Variable)

Once the PCs begin exploring Kongen-Thulnir, they'll inevitably draw the attention of the attacking dragons. The giants have more or less retreated into buildings for shelter, and as a result the PCs won't have to interact with them much as they move from location to location in the ruins.

Keep track of the number of dragons comprising the assault force. You should have the PCs face an attack by dragons at least once whenever they travel for a significant distance in the ruins. Three sample dragon encounters (one minor, one moderate, and one major) would comprise the following attackers.

Minor (EL 15): Four young adult black dragons led by an adult green dragon.

Moderate (EL 17): Four adult green dragons.

Major (EL 19): Three adult green dragons led by two mature adult blue dragons.

Vermirox (EL 20): At some point during the adventure, likely as the PCs attempt to reach the Citadel of Weeping Dragons, they are attacked by the blue dragon Vermirox. This dangerous dragon prefers to let his minions handle the PCs, but once they've proven their mettle against the lesser dragons he takes matters into his own talons and tries to finish them off. A fight with Vermirox is an EL 20 encounter since he brings two mature adult blue dragons with him for support.

Xyzanth (EL 19): If Brazzemal learns that the PCs have recovered one of the vault keys, he contacts the fang dragon Xyzanth and orders him to track down the PCs and attempt to win the key from them.

Remember that some of these dragons may have already been in several fights by the time they attack the PCs. Feel free to reduce their current hit points by 25% or even 50% to account for previous battles, although keep in mind this will make the dragon encounters a bit easier. The four named dragons should always be encountered at peak health.

Young Adult Black Dragons (12): hp 152 each; *Monster Manual* 72.

Adult Green Dragon (10): hp 230 each; *Monster Manual* 75.

Mature Adult Blue Dragons (6): hp 276 each; *Monster Manual* 73.

VERMIROX CR 18

Male old blue dragon
LE Huge dragon (earth)
Monster Manual 72
Init +4; **Senses** blindsense 60 ft., darkvision 120 ft., low-light vision; Listen +34, Spot +34
Aura frightful presence (240-ft. radius, Will DC 27 negates)
Languages Common, Draconic, Infernal, Giant, Orc

AC 35, touch 9, flat-footed 35
hp 337 (27 HD); **DR** 10/magic
Immune electricity, paralysis, sleep
SR 24
Fort +21, **Ref** +15, **Will** +19

Spd 40 ft., burrow 20 ft., fly 150 ft. (poor)
Melee* bite +32 (3d8+13) and
2 claws +30 (2d6+8) and
2 wings +30 (1d8+8) and
tail slap +30 (2d6+18)
Space 15 ft.; **Reach** 10 ft. (15 ft. with bite)
Base Atk +27; **Grp** +45
Atk Options Power Attack, Quicken Breath, Shape Breath
Special Atk breath weapon (100-ft. line or 50-ft. cone, 16d8 electricity, Reflex DC 29 half), crush (2d8+15, Reflex DC 29 negates)
Spells Prepared (CL 10th, +25 ranged touch)
4th (5/day)—*dimension door, greater invisibility*
3rd (7/day)—*dispel magic, fireball* (DC 17), *gaseous form*
2nd (7/day)—*detect thoughts* (DC 16), *fog cloud, mirror image, resist energy*
1st (7/day)—*grease* (DC 15), *mage armor, protection from good, shield, ray of enfeeblement*
0 (6/day)—*arcane mark, dancing lights, detect magic, ghost sound* (DC 14), *mage hand, ray of frost, read magic, resistance*
Spell-Like Abilities (CL 10th)
3/day—*create/destroy water* (DC 27), *ventriloquism* (DC 15)
1/day—*hallucinatory terrain* (DC 18)
*3-point Power Attack

Abilities Str 31, Dex 10, Con 23, Int 18, Wis 19, Cha 18
SQ sound imitation
Feats Blind-Fight, Cleave, Hover, Improved Initiative, Improved Natural Attack (bite), Multiattack, Power Attack, Quicken Breath, Recover Breath, Shape Breath
Skills Bluff +34, Concentration +36, Diplomacy +36, Intimidate +36, Knowledge (arcana) +34, Knowledge (geography) +34, Listen +34, Search +34, Spellcraft +36, Spot +34
Possessions *ring of telekinesis, dusty rose ioun stone, orange prism ioun stone*

XYZANTH CR 19

Male wyrm fang dragon
CN Gargantuan dragon
Draconomicon 159
Init +4; **Senses** blindsense 60 ft., darkvision 120 ft., low-light vision; Listen +42, Spot +42
Aura frightful presence (330-ft. radius; Will DC 30 negates)
Languages Common, Draconic, Dwarven, Orc, Undercommon

AC 43, touch 6, flat-footed 43
hp 412 (33 HD); fast healing 2; **DR** 20/magic
Immune paralysis, sleep
SR 29
Fort +29, **Ref** +23, **Will** +29; evasion

Spd 60 ft., fly 150 ft. (clumsy)
Melee* bite +31 (6d8+22/19–20 plus 2d6 Con) and
2 claws +29 (4d6+16/19–20 plus trip) and
2 wings +29 (2d8+16) and
tail slap +29 (4d6+28 plus trip)
Space 20 ft.; **Reach** 15 ft. (20 ft. with bite)
Base Atk +33; **Grp** +57
Atk Options Cleave, Flyby Attack, Great Cleave, Improved Sunder, Power Attack
Special Atk crush (4d8+18, Reflex DC 30 negates), tail sweep (2d8+18 plus trip, Reflex DC 30 half)
Spells Prepared (CL 13th, ranged touch +29)
6th (4/day)—*chain lightning* (DC 20), *greater dispel magic*
5th (6/day)—*feeblemind* (DC 19), *sending, teleport*
4th (7/day)—*confusion* (DC 18), *death ward, Evard's black tentacles, greater invisibility*
3rd (7/day)—*displacement, fireball* (DC 17), *haste, stinking cloud* (DC 17)
2nd (7/day)—*death knell* (DC 16), *Melf's acid arrow, mirror image, resist energy, see invisibility*
1st (7/day)—*burning hands* (DC 15), *mage armor, ray of enfeeblement, sanctuary* (DC 15), *unseen servant*
0 (6/day)—*acid splash, arcane mark, detect magic, daze* (DC 14), *flare* (DC 14), *mage hand, message, ray of frost, resistance*
Spell-Like Abilities (CL 13th)
At will—*detect magic, read magic*
2/day—*shield, telekinesis* (DC 19)
1/day—*dispel magic, spell turning*
*10-point Power Attack

Abilities Str 35, Dex 10, Con 23, Int 18, Wis 23, Cha 18
SQ increased damage, sound imitation
Feats Blind-Fight, Cleave, Flyby Attack, Great Cleave, Hover, Improved Critical (bite, claw), Improved Initiative, Improved Natural Attack (bite), Improved Sunder, Power Attack, Stealthy
Skills Concentration +42, Escape Artist +36, Hide +8, Intimidate +40, Knowledge (geography) +40, Listen +42, Move Silently +20, Search +40, Sense Motive +42, Spot +42
Possessions *amulet of natural armor +5, ring of resistance +5* (as *cloak of resistance +5*), *ring of evasion*

Ability Drain (Su) A fang dragon does not have a breath weapon, but its bite drains 2d6 Constitution if the victim fails a DC 30 Fortitude save. The save DC is Constitution-based.
Increased Damage (Ex) Because of their sharp claws, teeth, and scales, fang dragons deal damage as if they were one size category larger.
Sound Imitation (Ex) A fang dragon can mimic any voice or sound it has heard, anytime it likes. Listeners must succeed on a DC 30 Will save to detect the ruse.

Where's the Phylactery?

At the start of this adventure, the PCs know little more about Dragotha's phylactery than that it is located somewhere in Kongen-Thulnir. They can find out it's kept in a vault below the Citadel of Weeping Dragons in a number of ways, the least of which is by lucky guess. An alliance with a giant made helpful can point them in the right direction as well—just before the dragon siege began, the tribes were abuzz with rumors that the Riftlords had stolen one of the two keys necessary to enter the vault below the Citadel. The Tiamikal Nul-Shada were in fact readying hostile actions against the Riftlords before the dragon attack threw the ruins into chaos. Although the actual theft of the key was engineered by Charlgar and a traitorous giant within the Tiamikal Nul-Shada itself, none of the other giants in Kongen-Thulnir suspect this.

Divination magic can also help in tracking down the phylactery (don't forget that divination spells require a DC 30 caster level check to function in Kongen-Thulnir). Although the phylactery itself cannot be located by spells like *discern location* or *locate object* (due to the wards in the vault walls), the two keys to the vault certainly can. One of the two keys has been thrown into the Carrion Pit (area **10**), while the other remains in the possession of the leader of the Tiamikal Nul-Shada.

Adventure Timeline

Although this adventure takes place during a siege, there is no specific timeline of events. Feel free to have the dragons make progress as you see fit, destroying parts of the ruins and generally pushing the PCs onward. In the end, though, they should fail in any direct assault against the Citadel of Weeping Dragons. If the PCs take an exceptional amount of time to reach the Citadel, Brazzemal and the remaining dragons may retreat to elsewhere in the Rift Canyon to bide their time, striking against the Citadel with a vengeance once the PCs recover the phylactery.

The PCs should be able to rest and recover their strength as necessary during this adventure; the dragons certainly do the same. If the PCs retreat from Kongen-Thulnir entirely and take several days to rest, they might just return to find the entire place in ruins and the phylactery missing. In this case, Brazzemal has claimed the phylactery and returns it to Dragotha. The repercussions for this development are detailed in the next adventure.

Trip (Ex) A fang dragon that hits with a claw or tail attack can attempt to trip the opponent as a free action. If the attempt fails, the opponent cannot react to trip the dragon.

Tactics: These dragons use strafing tactics to begin combat, using their breath weapons and spells to soften up the party for a few rounds before they land in flanking positions.

The black dragons tend to be brash and aggressive, eager to please their elders, and often wait only two rounds before engaging the PCs in melee, retreating to lick their wounds if brought below 20 hit points.

The green dragons are more cautious; they know that adventurers are more dangerous than giants. They open with breath weapons, then hang back and let their frightful presence wreak havoc while they spend the next few rounds using *suggestion* to cause PCs to lay down their arms and flee the area. If a group of PCs gathers together for support, a green dragon uses its crush attack and then follows up with a breath weapon or full attack. Green dragons retreat if brought below 40 hit points.

The blue dragons are wise, crafty, and experienced in combat. They engage in melee against the PCs only if the battle seems to going decidedly in the dragons' favor, or against lone PCs; they prefer to avoid fighting more than one target at once in melee. Breath weapon attacks, frightful presence, *magic missile* (timed to strike spellcasters as they cast), *dispel magic*, and *shatter* (directed at weapons) constitutes the bulk of their ranged tactics. A blue dragon that is preparing to enter melee casts *shield of faith* and *invisibility* on itself first if it can. Blue dragons retreat if brought below 60 hit points.

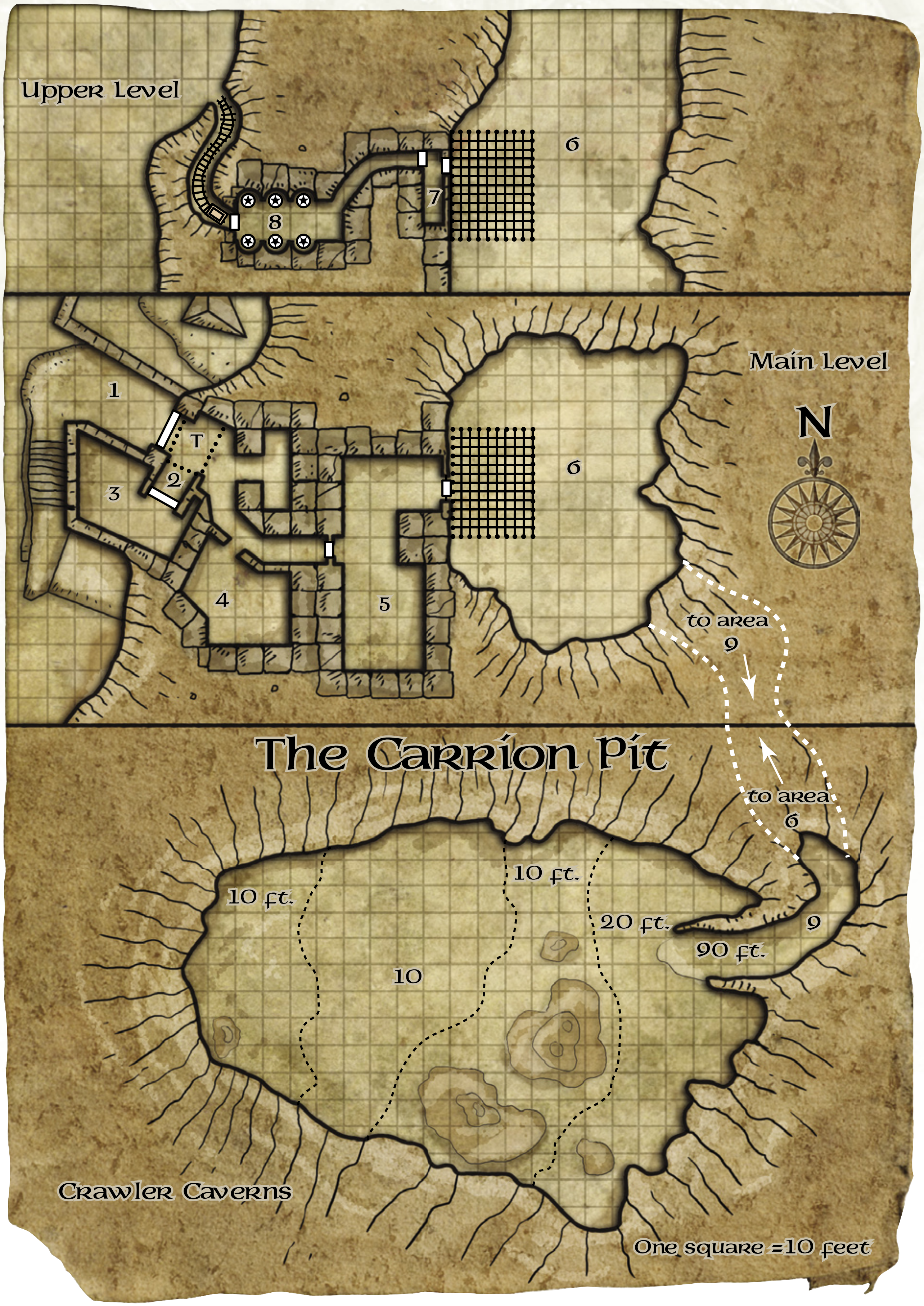
Vermirox casts *greater invisibility*, *mirror image*, *resist energy* (fire, or some other energy type the PCs have used a lot), *mage armor*, *protection from good*, and *shield* on himself before entering combat. He opens an attack with his breath weapon, sending his two blue dragon allies in to engage the PCs in melee as he hangs back and uses *ray of enfeeblement*, *dispel magic*, and *grease* on the PCs, or using his *ring of telekinesis* to hurl PCs over the edge and into the Rift Canyon (20d6 falling damage). He engages in melee as soon as one of the other two blue dragons is slain or flees, and flees himself if brought below 30 hit points, using *dimension door*.

Xyzanth takes the time to cast *death ward*, *greater invisibility*, *displacement*, *mirror image*, *resist energy*, *see invisibility*, *mage armor*, *shield*, and *spell turning* before entering combat. He attempts to get in as close as possible to the PCs before beginning a fight with melee attacks. If reduced to less than 200 hit points, Xyzanth retreats to continue the fight at range with his spells. If brought below 50 hit points, he teleports back to his lair in the Griff Mountains, abandoning Brazzemal and the other dragons to their fates.

Keep in mind that the defenses of Kongen-Thulnir can be used by the PCs; ballistae, catapults, and luring dragons into guylines can be quite effective weapons if used properly.

PART THREE: INTO THE PIT

Part of Kongen-Thulnir's ingenious defenses rose from this decrepit hole deep in the Undercity. Here, in ancient caverns long infested by aberrantly potent carrion crawlers, an enterprising dwarf named Wilmot Coldtooth crafted ammunition loads designed to paralyze enemies to make them easy pickings for the giants. Since developing the crawler loads, Wilmot has dwelt in a small complex built near this Carrion Pit, where he toils to keep Kongen-Thulnir's catapults stocked with these dangerous loads.


Upper Level
6
7
8
Main Level
1
T
2
3
4
5
6
N
to area 9
to area 6
The Carrion Pit
10 ft.
10 ft.
20 ft.
90 ft.
9
10
Crawler Caverns
One square = 10 feet

When Charlgar rebelled against the Riftlords and formed a new tribe, he assimilated Wilmot into his group in an attempt to lay claim to the source of these dangerous weapons. Wilmot, having little political interest, barely noticed the change, although now that Charlgar has moved in to his home (forcing him to relocate to the Distillery), he's grown increasingly dissatisfied with the Rift Crawlers. Wilmot suspects that Charlgar is using the Carrion Pit for something more than a hideout, but hasn't figured everything out quite yet.

Although this section of the adventure appears before the section detailing the Citadel of Weeping Dragons, chances are good that the PCs won't come to the Carrion Pit right away. In fact, they may not come here at all, if they manage to break into the phylactery vault without using the vault keys. Even if they do need the keys, they may not learn that the keys are kept here until after they've explored the majority of the Citadel of Weeping Dragons. In any case, events that take place within this complex play out with no interference from the dragons, and if the PCs are able to clear out this section of the ruins, it could become an excellent base of operations. You can also use the encounters here as guides and inspiration if you need to develop other parts of Kongen-Thulnir.

The Carrion Pit

The walls of this small complex are either hewn from natural rock or constructed of 3-foot-thick superior masonry. Ceilings are 20 feet high and the rooms are dark unless otherwise indicated. Doors are made of stone but kept unlocked.

1. The Red Door

Tucked far back in the recesses of the Undercity, a winding stair climbs amid the tumble and ramshackle buildings. The stone stairs have three-foot risers, hinting at the gigantic inhabitants who made them, but a narrow section alongside the main stair has been chiseled into smaller steps to accommodate a human-sized climber. The steps are stained with dark substances of unknown origin, and the general stench of the Undercity seems to intensify here. Atop the stairs stands a single fifteen-foot-tall iron door, its face completely coated in a patina of crumbling, reddish rust.

This door is barred from within. The rust on the door has affected its structural integrity slightly, making it easier than normal to batter down. Once the door is opened, a DC 30 Search of the door reveals a hidden switch. If triggered, this switch deactivates the trap in area **2**.

Barred Iron Door: 2 in. thick; Hardness 6; hp 40; Break DC 24.

2. Entry to the Pit (EL 10)

Beyond the red door, a hallway disappears into darkness. Arches open straight ahead and to the right, although the one to the right is sealed by a heavy stone door. The acrid stench of an open cesspool wafts from the passage and stings the eye.

The smell of carrion permeates the entire complex, growing more pervasive the further east one travels. The portcullises shown on the map are currently in the up position in cleverly concealed hollows in the ceiling; a DC 30 Spot check allows a character to notice them before the Trap is sprung.

Trap: This trap can be deactivated by one of thee switches; one is hidden in the iron door in area **1**, while the other two protrude plainly from the wall just around the corner and in area **3**. If the trap is not deactivated, it triggers as soon as anyone steps into this area, causing three adamantine portcullises to drop down as shown on the map. One round after the portcullises drop, tiny vents open in the ceiling of this area and a large reservoir of carrion crawler brain juice floods the cage. All creatures in this area must make a DC 24 Fortitude save or become paralyzed for 2d4 rounds. The floor of this chamber itself is slightly sloped to the northeast, which allows the poison to drain in that direction and thence into several hidden drains at the base of the northeastern wall. Characters within five feet of any of these portcullises can avoid being splashed by the poison with a DC 15 Reflex save; failure indicates they must save as well. The sound of the falling portcullises alerts the inhabitants of area **3**, and they quickly grab their weapons and come to investigate.

Brain Juice Shower: CR 10; mechanical; location trigger; manual reset; no attack required; poison spray (carrion crawler brain juice, DC 24 Fort, paralysis/0); multiple targets; Search DC 35; Disable Device DC 35.

Adamantine Portcullises: 3 in. thick; Hardness 20; hp 120; Lift DC 28; Break DC 35.

3. Troglodyte Lair

Nearly two dozen mud and straw nests line the walls of this filthy chamber; the stink in the air here is different from the general reek of carrion elsewhere in this complex—it's much more pungent and bitter.

On the wall to the west of the door is an iron switch that deactivates the trap in area **2** and raises the portcullises.

Creatures: Occupying this room are 21 troglodytes, creatures little more than slaves used by Wilmot to toil in the Carrion Pit as needed.

Troglodytes (21): hp 13 each; *Monster Manual* 246.

Tactics: The troglodytes are unquestionignly loyal to Wilmot, and leap at the opportunity to help defend their lair—if they hear the trap in area **2** trigger, they gather up longspears and open the door to area **2**. The troglodytes use the reach of these longspears to attack anyone trapped between the portcullises, using coup de grace actions on any paralyzed foes in reach. The troglodytes flee from any organized defense.

4. Load Storage

Great stone boxes and wooden casks are spaced along the walls of this chamber, along with several large, lumpy burlap bundles that seem to be leaking some viscous fluid. Several long poles wrapped in heavy canvas lean against the south wall. If anything, the smell in here is worse than elsewhere in these chambers.

This chamber stores finished crawler loads for the troglodytes in area **2** to eventually deliver to the various artillery emplacements around the city. There are 18 crawler loads stored here. The canvas-wrapped poles are actually four rolled up litters used by the troglodytes to transport the burlap bundles.

5. Living Quarters (EL 17)

> What may have once been a fairly well-organized living chamber has been crudely redecorated; all of the furniture has been swept aside and piled in one corner of the room. A huge mound of furs that appears to have been used as bedding lies heaped in the opposite corner, and the remains of several vile meals lie strewn about the place.

Creature: Once Wilmot's personal quarters, the dwarf has been forced to relocate his home to area **8** now that Charlgar has retreated here for shelter during the dragon siege. Charlgar isn't very pleased with the situation, but sees no other choice since he wants to make sure that no one comes looking for the vault key he threw into the Carrion Pit until the Tiamikal Nul-Shada make their move against the Riftlords.

Charlgar's recent brush with Brazzemal took most of the fight out of him, and now he's more or less content to wait out the siege. Charlgar is an exceptionally tall and muscular hill giant with a jutting chin and terrible burn scars on his right arm. He's wrapped a bedsheet around his lower face to block the worst of the smell in this area.

CHARLGAR CR 17

Male hill giant fighter 10
CE Large giant
Monster Manual 123
Init +0; **Senses** low-light vision; Listen +6, Spot +7
Languages Giant

AC 29, touch 9, flat-footed 29
hp 241 (22 HD)
Fort +23, **Ref** +7, **Will** +8

Spd 30 ft.
Melee* *+1 speed greataxe* +29/+29/+24/+19/+14 (3d6+34/19–20/×3)
Ranged rock +18 (2d6+13) or crawler load +18 touch (paralysis for 2d4 rounds, DC 24 Fort. resists)
Space 10 ft.; **Reach** 10 ft.
Base Atk +19; **Grp** +36
Atk Options Cleave, Great Cleave, Improved Bull Rush, Improved Sunder, Power Attack
Combat Gear *potions of cure serious wounds* (3), *potions of fly* (2)
*5-point Power Attack

Abilities Str 36, Dex 10, Con 22, Int 6, Wis 8, Cha 10
SQ rock catching
Feats Awesome Blow, Cleave, Great Fortitude, Greater Weapon Focus (greataxe), Greater Weapon Specialization (greataxe), Improved Bull Rush, Improved Critical (greataxe), Improved Initiative, Improved Sunder, Iron Will, Power Attack, Quick Draw, Weapon Focus (greataxe), Weapon Specialization (greataxe)
Skills Intimidate +10, Listen +6, Spot +7
Possessions combat gear, *+5 banded mail*, *+1 speed greataxe*, *belt of giant strength +6*, 6 rocks, 4 crawler loads

Tactics: If Charlgar hears the trap in area **2** activate, he opens the door to area **6** and gives the cage beyond a good slap to alert Wilmot above to trouble. He then stands just around the corner and prepares an action to hurl a crawler load at the first enemy to step into the room. If anyone engages Charlgar in melee, he uses Awesome Blow to hurl those he strikes ten feet over his shoulder and into the cage in area **6**, calling for Wilmot to "OPEN THE CAGE!" as he does. Wilmot, in area **7** above, waits with a prepared action to do just this. See area **6** for details.

If reduced to less than 30 hit points, Charlgar begs for mercy. He promises to tell the PCs anything in exchange for his life; the hill giant is a masterful coward in this situation, and the PCs can likely learn from him that he hid the vault key in the Carrion Pit below. Of course, Charlgar keeps an eye out for opportunities to escape or strike at a PC from surprise.

6. Crawler Cage

> The vista here is startling, as is the gagging stench. Extending outward into this large cavern is a great cage composed of an iron grillwork that arches to a height of thirty feet. The grillwork makes for uneven footing, and through the gaps in the floor only darkness is visible—the cage is suspended against the side of a massive cavern, secured to the western wall by iron support struts below and heavy anchoring chains above. A burning bundle of small tree trunks strapped together serves as a massive torch wedged into the southeast corner of the cage. The exact dimensions of the huge cavern are not discernable in the torchlight, but it descends some ways down into the darkness below. A five-foot-wide opening in the wall above leads to an upper balcony overlooking the inside of the cage. The most startling aspect of this strange tableau are the seething hordes of writhing green worms. These fat, tentacled monsters swarm all over the cavern walls as well as the cage exterior, filling the cavern with a nauseating slithering.

The rancid reek of this cave is enough that, upon first entering, any creature must make a DC 15 Fortitude save to avoid being sickened for ten minutes.

This strange cage is used to harvest carrion crawlers from the surrounding cavern. When a harvest begins, Wilmot baits the cage with cadavers and other rotten items dumped into the cage from area **7** above, then uses the lever in that room to open a window in the cage roof. Once a carrion crawler scuttles into the cage, he closes the window and uses a kuo-toa pincer staff to grasp the carrion crawler behind its head and maneuver it up until its head protrudes into area **7**. He locks the pincer staff and quickly decapitates the carrion crawler and retreats to area **8** to prepare its poison, while its body is dumped into the cavern below by pulling the lever again, causing the interior of the cage to fall away.

The grillwork floor of this cage is hard to move around on for Medium or smaller creatures, who treat the floor as difficult terrain.

The floor of this vertical cavern is 110 feet below the suspended cage and is dotted with stalagmites. A natural tunnel exits to the east at this level, winding down to area **9**. The walls of the cavern are moist natural stone (DC 20 Climb check). The floor itself consists of a thick, rancid layer of filth and refuse; this is one of the primary dumping grounds for Kongen-Thulnir, and the floor is difficult terrain.

Creatures: Crawling all around this massive natural cavern are 245 carrion crawlers, at least six of which clamber around on the cage exterior at any one time. The creatures can attack anything that moves around inside the cage, although targets within the cage have cover against the crawlers' tentacle attacks.

Carrion Crawlers (245): hp 19 each; *Monster Manual* 30.

Development: If Wilmot is ready and waiting for the PCs, he pulls the lever in area **7** as soon as at least two PCs are in the cage (or immediately if Charlgar throws a PC in here), causing the cage floor to drop away and dumping anyone inside into the cavern below. A character can make a DC 15 Reflex save to cling to the cage floor as it drops away. Otherwise, they fall 110 feet to the cave floor of area **6**, taking 11d6 points of damage in the fall, after which they are immediately attacked by hungry carrion crawlers.

7. Harvest Chamber

This five-foot-diameter passage connects to the cage in area **6**; the grill of the cage makes it a simple matter to climb up the side like a ladder. An iron lever is set in the east wall that, if pushed to the down position, opens the floor of the cage in area **6**. Pushed to the up position, it opens a ten-foot-wide hatch in the middle of the cage roof.

If Wilmont is in this area as the PCs are about to enter it, he retreats back to area **8**.

8. Distillery (EL 19)

A strong acrid tang fills the atmosphere of this oddly shaped chamber. Rounded alcoves hold large stone vats from which this odor seems to emanate. Stone bins and tables covered with beakers, alembics, and burners provide the rest of the furnishings. Tunnels exit to the east and west. The west tunnel has a mine cart attached to a chain and winch pulled up against a small blockade. A cart track leads down into the darkness of that tunnel.

This chamber serves as the laboratory and distillery of Wilmot Coldtooth, where he concocts his poisons. The stone vats hold fluids where carrion crawler heads are cured before being dried and used as projectiles. The tables hold the equipment where the poisons are created after Wilmot extracts the crawler brains. The mine cart track curves downward and ends at another blockade before a door that opens from a building near area **1**.

Creature: Lurking in here is the dwarf Wilmot Coldtooth. Exiled from his distant home in the Flinty Hills for practicing forbidden alchemical rituals within city limits, Wilmot wandered the world for several years before he came upon Kongen-Thulnir. In the giants, he found strange and unexpected allies, and when he turned his skills to the harvesting of carrion crawlers from the Carrion Pit, his place among the giants was sealed. With the advent of the civil war, Wilmot withdrew himself from Kongen-Thulnir's politics, and particularly despises Charlgar now for pulling him into his plans for a coup. He's been living here in his laboratory for the last several days, hoping the siege and civil war will end soon. He knows that Charlgar hid something in the Carrion Pit itself, and suspects it's one of the vault keys but doesn't yet know for sure.

WILMOT COLDTOOTH **CR 19**

Male dwarf rogue 19

NE Medium humanoid

Init +5; **Senses** darkvision 60 ft.; Listen +1, Spot +1

Languages Common, Dwarven, Giant

AC 29, touch 19, flat-footed 29

hp 161 (19 HD)

Immune poison

Fort +11, **Ref** +18, **Will** +7; improved evasion

Spd 30 ft.

Melee *+3 wounding spiked chain* +24/+19/+14 (2d4+3 plus 1 Con plus purple worm poison on first strike)

Ranged *scorching ray* +20/+20 touch (4d6 fire)

Base Atk +14; **Grp** +14

Atk Options Combat Expertise, Improved Disarm, Improved Feint, Improved Trip; crippling strike, opportunist, slippery mind, sneak attack +10d6

Combat Gear *wand of cure moderate wounds* (32 charges), *wand of scorching ray* (8th level, 29 charges), 10 doses of carrion crawler brain juice, 5 doses of purple worm poison

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Abilities Str 10, Dex 21, Con 20, Int 13, Wis 12, Cha 6

SQ dwarf traits, improved uncanny dodge, trapfinding, trap sense +6

Feats Combat Expertise, Exotic Weapon (spiked chain), Improved Disarm, Improved Feint, Improved Trip, Weapon Finesse, Weapon Focus (spiked chain)

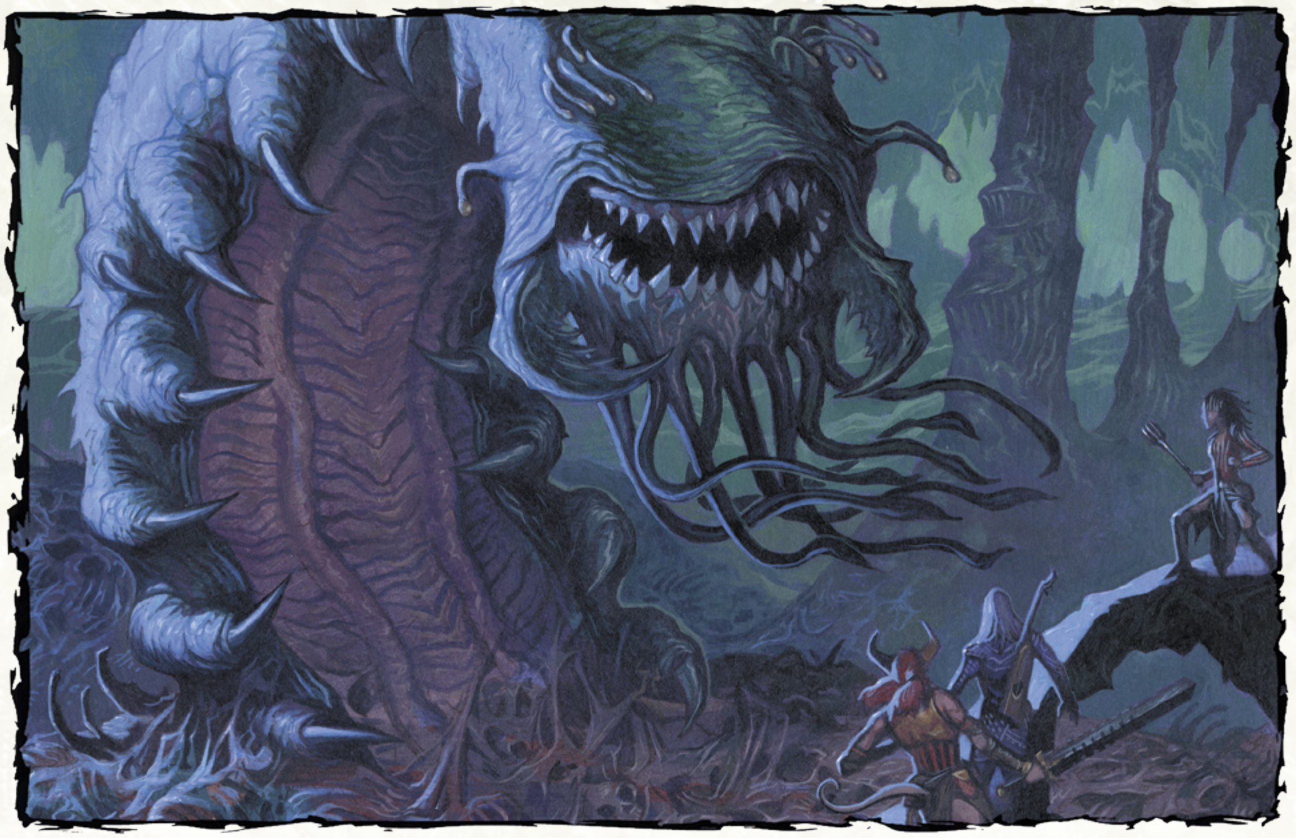
Skills Bluff +20, Craft (poisonmaking) +23, Diplomacy +0, Hide +27, Intimidate +22, Knowledge (dungeoneering) +12, Move Silently +27, Sleight of Hand +29, Tumble +27, Use Magic Device +20

Possessions combat gear, *+5 mithral breastplate*, *+3 wounding spiked chain*, *gloves of Dexterity +6*, *ring of protection +3*, *periapt of proof against poison*

Tactics: Wilmot hides in the mine cart once he realizes the PCs are heading up here and prepares an action to fire a *scorching ray* at the first person to come within 30 feet (so he can add his sneak attack damage to the attack). In melee, he uses Improved Feint to utilize sneak attacks on healers first. If reduced to less than 30 hit points he clambers back into the mine cart and releases the brake. The mine cart begins rolling down the slope of the corridor at a speed of 50 ft. before crashing to a stop at the blockade at the other end (inflicting 2d6 points of damage on the rider). Wilmot then dashes out the door and attempts to lose himself in the Undercity.

Treasure: One of the items used in Wilmot's lab is a focusing crystal that is actually a large diamond worth 1,500 gp. Stored in a rack of vials on one table are three doses of purple worm poison, a dose of sassone leaf residue, and 10 doses of carrion crawler brain juice. On another table, a potion vial clearly marked "cure serious" in Dwarven is actually water laced with dark reaver powder; a gift from Wilmot to anyone who tries to loot his lab.

Development: If captured, Wilmot's initial attitude is unfriendly. He values



most of the giants as friends, but hates Charlgar. If the PCs ask about the location of the vault key, Wilmot tells them he thinks Charlgar threw it into the Carrion Pit, even if his attitude is still unfriendly. If made helpful, he agrees to accompany the PCs into the Carrion Pit to try to recover the key, but after that he decides to flee Kongen-Thulnir entirely; he won't stay with the PCs if he has the chance to slip away.

9. Wide Tunnel

This wide passageway leads to area **10** in a spiraling descent that makes no less than six full revolutions. The tunnel itself is caked with refuse and rubbish for the first hundred feet or so, after which the filth (and the horrific smell) fades.

10. Carrion Pit (EL 20)

This massive cavern of sloping floors and several colossal stalagmites is lit by swaths of phosphorescent fungus clinging to the walls and ceiling. Mats of rancid, decaying fungus bubble and seethe in a thick carpet on the cavern floor, filling the air with a hazy green taint of spores and stink. Here and there, huge mounds of fungus rise like hills, and scattered throughout are the bones and skulls of long-dead giants.

The tunnel from area **9** ends at a 90-foot-tall cliff overlooking this immense cavern. The ceiling arches to a height of 120 feet above the floor.

Once characters move into this room, they are exposed to the tainted air of the rancid fungus that grows here, and must make a DC 15 Fortitude save each round to avoid taking 1d4 points of Wisdom damage as the hallucinogenic spores cause strange patterns and noises to manifest. Characters who are immune to poison are immune to this effect.

Creatures: Although at first look this chamber may seem empty, it is in fact the lair of a primeval carrion crawler of immense proportions, possibly the progenitor of the entire aberrant species. This behemoth is an ageless monstrosity known in legend as the Mother Worm. The creature sleeps away the years, wakening now and then only to lay eggs or feed on the nasty fungus that grows here. She also wakens when she senses intruders in her realm; 1d6 rounds after the PCs arrive in the area, the creature bursts from below the layer of fungus where it was sleeping and attacks.

THE MOTHER WORM **CR 20**
Kaiju carrion crawler
N Colossal aberration
Monster Manual 31, DRAGON #289
Init +5; **Senses** darkvision 120 ft., scent; Listen +25, Spot +25

AC 41, touch 3, flat-footed 40
hp 623 (43 HD); **DR** 15/epic
Immune disease, mind affecting, poison
Resist acid 30; **SR** 29
Fort +26, **Ref** +15, **Will** +25

Spd 30 ft., climb 15 ft.
Melee* 8 tentacles +30 (1d6+26/19–20 plus paralysis) and
bite +25 (3d6+18)
Ranged acid ray +25 touch (15d6 acid/19–20)
Space 40 ft.; **Reach** 40 ft.
Base Atk +32; **Grp** +64
Atk Options Power Attack
*10-point Power Attack

Abilities Str 42, Dex 13, Con 30, Int 2, Wis 15, Cha 26
Feats Blind-Fight, Cleave, Great Cleave, Great Fortitude, Improved Critical (acid ray, tentacle), Improved Initiative, Improved

Natural Armor (5), Improved Natural Attack (bite, tentacle), Power Attack

Skills Climb +24, Listen +25, Spot +25

Acid Ray (Su) Once every 1d4 rounds, the mother worm can generate a ray of acid from her mouth. She makes a ranged touch attack with this ray against any target within 300 feet, inflicting 15d6 acid damage on a hit. The mother worm is immune to damage from her own acid ray attack, but not to acid from other sources (although her acid resistance 30 still applies).

Paralysis (Ex) Those hit by the mother worm's tentacle attack must make a DC 41 Fortitude save or be paralyzed for 2d4 rounds. The save DC is Constitution-based.

Treasure: While the mother worm has no interest in treasure, an object of great value to the characters can be found inside her immense stomach—one of the two vault keys required to open the phylactery vault.

PART FOUR: THE CITADEL OF WEEPING DRAGONS

Atop this thousand-foot pinnacle stands a bastion of the giants against all dragonkind, the home of the Tiamikal Nul-Shada, the "Hunters of Tiamat's Children." This fortress is called the Citadel of Weeping Dragons, and its deepest vault is the repository for Dragotha's long-hidden phylactery. The promontory the fortress is built upon is of solid stone, and the fortress itself was shaped from this rock with magic by the Order of the Storm well over 1,500 years ago. The druids built on a grand scale; even though it served them as a fortress, they wanted their allied stone giants to be comfortable within its halls.

The Citadel of Weeping Dragons is the focal point for the powerful wards that protect Kongen-Thulnir, and as a result those giants that dwell here are the most strongly affected by the ward's compulsion to defend the place from draconic attack. Over the generations, the giants that lived here became an almost cult-like society of dragon-hating fanatics. The members of the Tiamikal Nul-Shada know that something of vast import is hidden in the vault in the dungeon, and they know that two keys are required to open it. What they don't know is how to utilizie those keys, but even if they did, the giants have little interest in finding out what's hidden in the vault. With one exception.

The frost giant sorcerer Vercinabex Tor has recently grown obsessed with the contents of the vault. He's been researching a method to open the doors, but since he's had to do so secretly and doesn't have access to a proper library, progress is slow. When Charlgar approached Vercinabex with an offer to allow the giant access to the library deep within the King's Palace, Vercinabex agreed. All Charlgar asked was to be loaned one of the vault keys so that he could frame the Riftlords. Vercinabex consented, confident that if Charlgar betrayed him he could track down the vault key easily enough using his magic.

Of course, with the dragon siege, little has come of this plan yet. For now, Vercinabex bides his time, providing what aid he can to his kin in defending the Citadel of Weeping Dragons.

The Tiamikal Nul-Shada themselves consist primarily of fire giant fighters. The group is currently led by Kagro Thundersmiter, a fire giant. Second in command is the fire giant Bram Cleftshank. Vercinabex serves the group as an advisor and a source of magical support.

While the Tiamikal Nul-Shada oppose the dragons (and thus oppose Dragotha), they are by no means allies of the PCs. They react to the party's attempt to infiltrate the Citadel with hostility, assuming that they're either agents of the dragons or adventuring opportunists taking advantage of the siege to try to sneak into and loot the citadel. The PCs will find very little welcome here.

The Citadel of Weeping Dragons (and the pillar of stone it rests upon) is protected by powerful magic. All of the walls within the citadel are magically treated (*Dungeon Master's Guide*, page 59); additionally, they cannot be affected by transmutation spells as long as the phylactery vault remains closed. Ceilings are 20 feet high. Doors are 15 feet high, and require a DC 15 Strength check to open due to their weight (the giants can take 10 on this roll and open the doors easily). Large torches mounted in iron brackets 15 feet above the floor light most of the rooms in the citadel.

1. Bridgehead (EL 17 or 18)

The stone bridge from the city proper leads to a ledge that wraps around the southern edge of this pinnacle of stone. A battlement overlooks the bridgehead, and behind it looms the bulk of the rocky promontory and the fortress above.

The battlement rises 10 feet above the level of the bridge, and is surrounded by a 7-foot parapet providing cover to creatures on the battlement. The natural rock wall behind the battlement rises 30 feet to the base of the wall at area **7** (Climb DC 15). The secret door in the wall is very well hidden, but can be located with a DC 35 Search check. A stack of 15 throwing rocks sits against the inside of the parapet.

Creature: At this point, most of the giants have retreated into their fortress to bide their time. The dragons assaulted the Citadel early in the siege but took fairly heavy losses and have not yet returned to this site (Brazzemal hopes to find the phylactery elsewhere in the ruins.)

Nevertheless, three fire giant guards are stationed in the area, watching for signs that the dragons are returning. Two of these giants wait in this area, while the third mans the ballista in area **5**. If they notice the PCs, they give cries of warning. No other giants join them from within, but those inside do prepare for intrusion.

If the PCs haven't yet defeated the blue dragon Vermirox, he happens to be lurking nearby, invisibly, when the alarm goes up. He takes the time to cast his defensive spells and then swoops in to join the fight a few rounds after it begins, focusing his initial attacks on whoever seems to be losing the battle before turning his attentions to the victors.

Tiamikal Nul-Shada Sergeants (2) CR 14

Male and female fire giant fighter 4

LE Large giant (fire)
Monster Manual 121
Init +4; **Senses** low-light vision; Listen +2, Spot +14
Languages Common, Giant

AC 26, touch 9, flat-footed 26
hp 226 (19 HD)
Immune fire
Fort +20, **Ref** +8, **Will** +11
Vulnerable cold

Spd 30 ft.
Melee mwk greatsword +29/+24/+19 (3d6+20/19–20)
Ranged mwk composite longbow +15/+10/+5 (2d6+10/x3) or rock +14/+9/+4 (2d6+13)
Base Atk +15; **Grp** +32
Atk Option Cleave, Improved Overrun, Improved Sunder, Power Attack, Quick Draw, rock throwing
Combat Gear *oils of magic weapon* (2), *potion of cure moderate wounds* (2), tanglefoot bag (2), flask of alchemist's fire (5)

Abilities Str 36, Dex 10, Con 24, Int 10, Wis 17, Cha 8

SQ rock catching
Feats Cleave, Improved Initiative, Improved Overrun, Improved Sunder, Iron Will, Lightning Reflexes, Power Attack, Quick Draw, Weapon Focus (greatsword), Weapon Specialization (greatsword)
Skills Climb +11, Craft (weaponsmithing) +8, Intimidate +8, Jump +11, Spot +14
Possessions combat gear, *+1 full plate*, masterwork greatsword, masterwork composite longbow (+10 Str) with 50 arrows, bag of 3d4 rocks and miscellaneous treasures worth 1d4 x 100 gp

Vermirox: hp 337; see page 65.

2. Tear-Stained Portal

A pair of stone double doors, each twenty feet high, opens into the natural rock wall at the base of the citadel. The doors bear bas-relief carvings of dragons falling from the sky, slain by great arrows and rocks, and broken dragon bodies lying in heaps on the ground below. Faintly visible above all are five dragon heads, representing each of the chromatic breeds, looking on in anguish. The stone of the doors is damp with rivulets of water seeping down its surface.

This is the main entrance to the Citadel of Weeping Dragons. The doors depict the destruction of Tiamat's children and remain perpetually tearstained through an enchantment placed on them ages ago by the druid builders. Despite their prodigious size, the perfectly balanced stone doors open inward easily when they're unbarred from within.

3. Cube Trap (EL 12)

The hallway beyond the stone doors runs straight to another set of stone doors at the far end. The hall itself is about fifteen feet wide.

The secret doors along the sides of the hall are made of stone and are extremely well hidden (DC 35 Search check to locate).

Trap: Any creature that steps on the 10-foot-square marked with a "T" causes the ceiling above to open, dropping a specially bred advanced gelatinous cube down onto the area below. The gelatinous cube itself is rather large, and can fit into the passage below only by squeezing. When it drops, it takes 2d6 points of falling damage and angrily attacks anything in the area. It gets a free engulf attack on all creatures directly under it when it lands.

The statistics below for the gelatinous cube include a –4 penalty to Armor Class and on attack rolls for squeezing into a narrow area.

Cube Trap: CR 12; mechanical; touch trigger; manual reset; releases advanced gelatinous cube; Search DC 35; Disable Device DC 35.

ADVANCED GELATINOUS CUBE CR 12
N Gargantuan ooze
Monster Manual 202
Init –5; **Senses** blindsight 60 ft.; Listen –5, Spot –5

AC –3, touch –3, flat-footed –3
hp 420 (24 HD)
Immune electricity, ooze traits
Fort +19, **Ref** +2, **Will** +2

Spd 15 ft.
Melee slam +18 (2d6+12 plus 1d6 acid plus paralysis)
Space 20 ft.; **Reach** 15 ft.
Base Atk +18; **Grp** +34
Special Atk engulf

Abilities Str 26, Dex 1, Con 34, Int —, Wis 1, Cha 1
SQ transparent

Engulf (Ex) This gelatinous cube can mow down Gargantuan or smaller creatures. It's a DC 31 Reflex save to avoid being engulfed.
Paralysis (Ex) A DC 34 Fortitude save is enough to resist the cube's paralysis. Those who fail are paralyzed for 3d6 rounds.

4. Diffusion Chamber

This oddly shaped but otherwise empty chamber is cleverly designed to absorb the blast of a dragon's breath weapon. On either side are alcoves that can provide cover against breath weapons unleashed into the chamber from area **3**.

5. Bastion (EL 14)

This parapet overlooks the approach to the main gate. A mounted ballista and barrels of ammunition sit here.

There are 30 ballista bolts here.

Creature: A single Tiamikal Nul-Shada sergeant mans this ballista. He does not hesitate to use it against PCs he notices approaching the citadel.

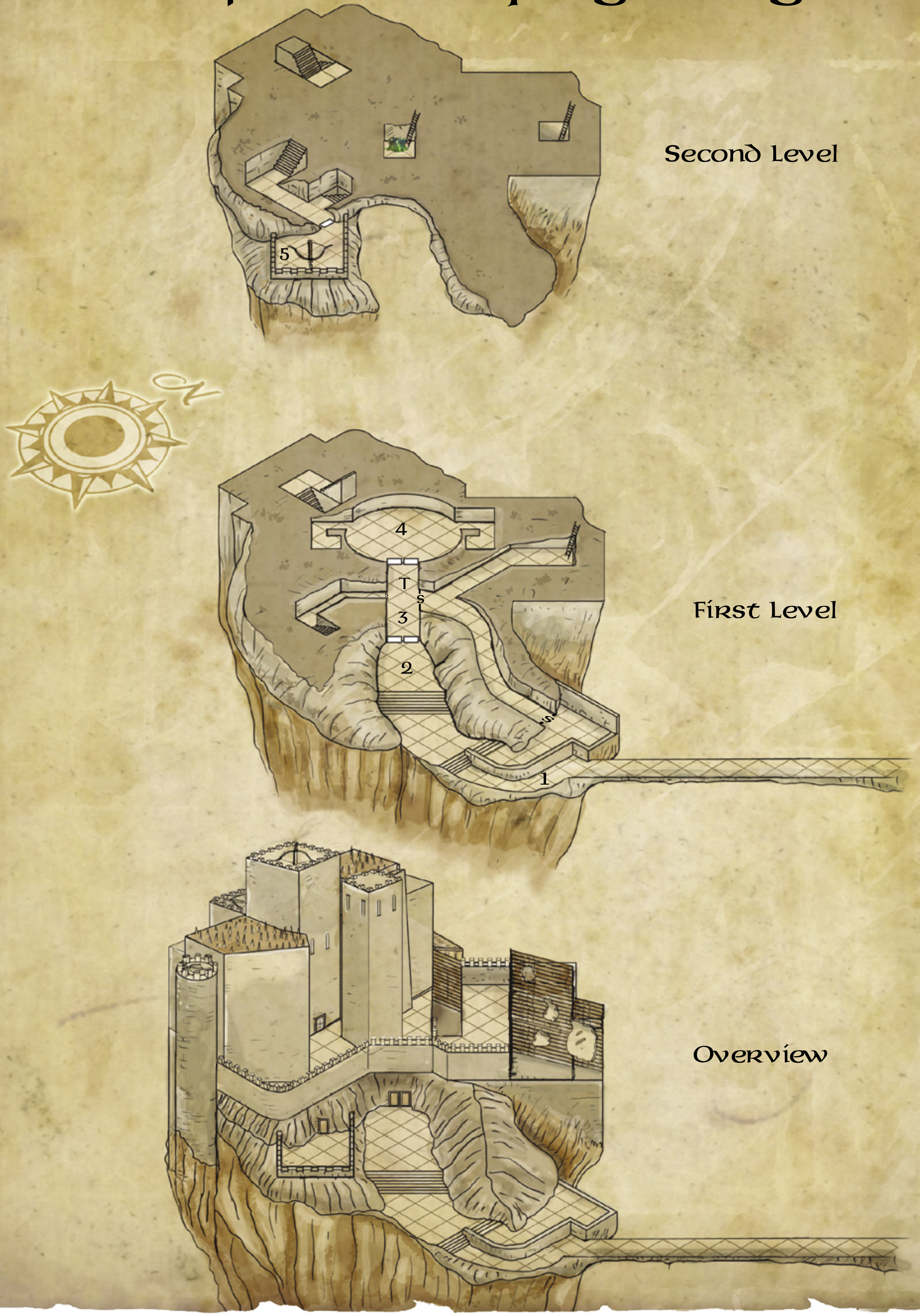
Tiamikal Nul-Shada Sergeant: hp 226; see page 73.

6. Blockhouse

The interior of this outbuilding is a mess of burnt and partially-melted bunks, smashed footlockers, and fragments of the roof.

This was once the barracks area for the Tiamikal Nul-Shada sergeants. When the dragons attacked, this was one of the first areas hit. Now it is little more than a scorched stone shell with partially-collapsed walls. It interior is completely gutted. A DC 25 Search check locates a trap door in the center of the floor beneath the burned wreckage, but a DC 18 Strength check is necessary to lift it due to the debris jammed around it. Beyond the trap door, a ladder leads down to one of the secret passages northeast of area **3**. A character who opens it from below is showered with debris for 2d6 points of damage (DC 15 Reflex negates).

Citadel of the Weeping Dragons


Second Level
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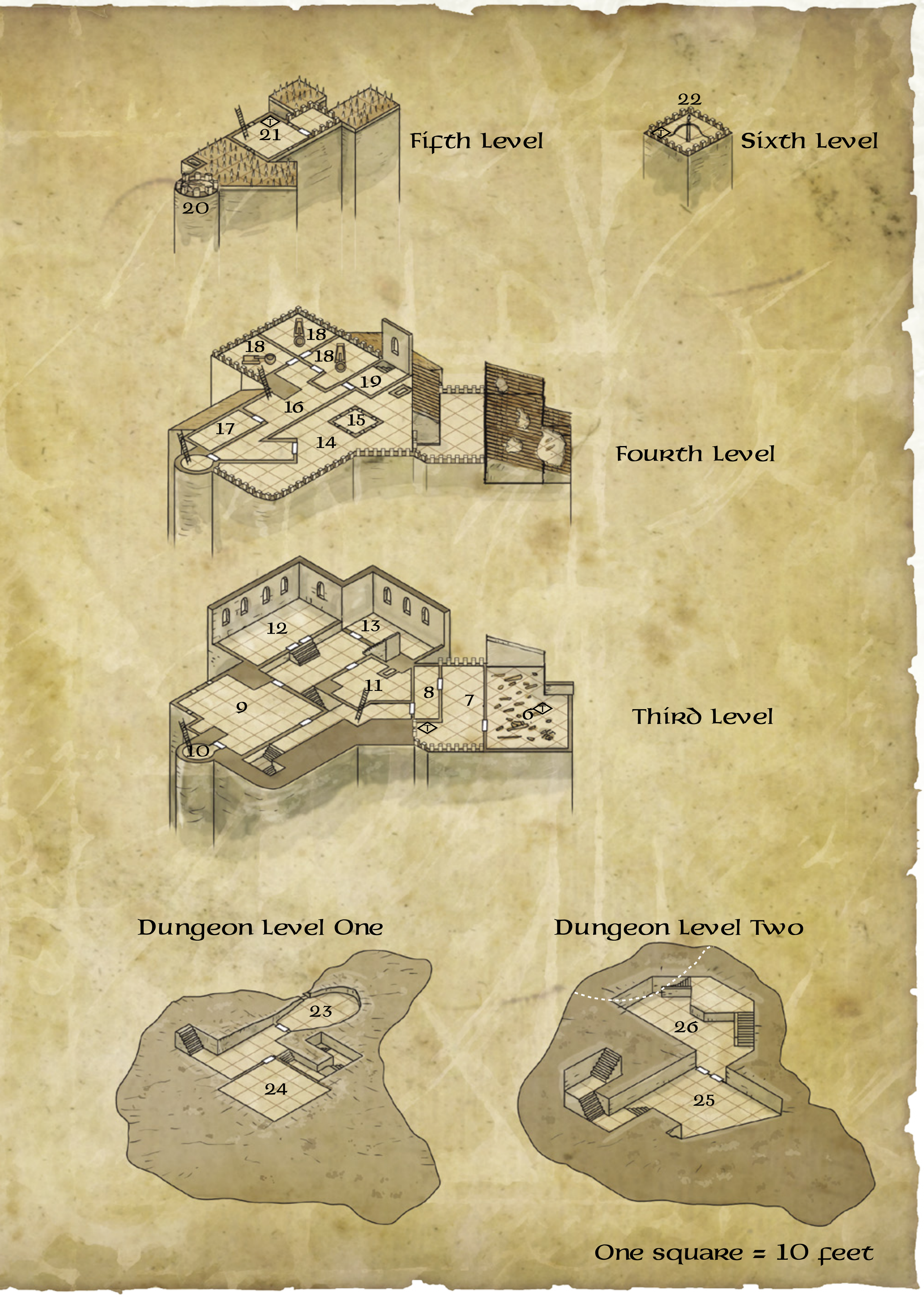
Fifth Level
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Fourth Level
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10
Third Level
Dungeon Level One
23
24
Dungeon Level Two
26
25
One square = 10 feet

7. Courtyard

This open courtyard between the ruined blockhouse and the main keep is charred and discolored from multiple breath weapon attacks. A few acrid puddles remain on the ground.

A wooden trap door covers a narrow chute that descends a few feet to a chamber that holds the gelatinous cube above area **3**. The giants use the chute to feed it garbage.

8. Guardpost (EL 16)

Creature: Two Tiamikal Nul-Shada sergeants stand guard in this room. They attempt to hold off intruders as long as possible, but if one is reduced to less than 40 hit points, both make a fighting retreat to area **9**.

Tiamikal Nul-Shada Sergeants (2): hp 226 each; see page 73.

9. Great Hall (EL 18)

This cavernous hall is dimly lit by two windows in the western wall and a heavy iron pot of glowing coals hanging from the ceiling beams above. The pot sways slightly, casting weird shadows throughout the room. The ceiling slopes down from the center of the room to a mere fifteen feet at the west end. A stone table surrounded by six giant-sized chairs dominates the center of the room.

The giants of the Tiamikal Nul-Shada gather here for their meals. The southern door is composed of iron and hangs slightly ajar.

Creatures: The mascot of the Tiamikal Nul-Shada, a twelve-headed pyrohydra, is chained in the south alcove. It normally remains in area **10**, but was released when the citadel came under attack. Its chain (Hardness 10, hp 50) allows it to reach 30 feet into the room. It has been trained not to attack giants.

Yet the hydra isn't the only creature waiting to be encountered here. Sitting at the western end of the table, sourly munching on an enormous overcooked drumstick, is a scowling, horribly scarred fire giant. This is Bram Cleftshank, the second-in-command of the Tiamikal Nul-Shada. Bent on vengeance after a run-in with a black dragon early in his life, Bram still bears the acidic burn scars and a metal plate riveted to his left lower leg from a hideous wound he took. This homicidal maniac is barely kept in check by Kagro Thundersmiter. The only thing Bram enjoys as much as slaughtering dragons is slaughtering anything else. Dwarves in particular.

BRAM CLEFTSHANK **CR 18**
Male fire giant ranger 2/dragonslayer 6
LE Large giant (fire)
Monster Manual 121, *Draconomicon* 126
Init +5; **Senses** low-light vision; Listen +4, Spot +22
Aura courage (10 ft.)
Languages Giant

AC 26, touch 10, flat-footed 25; Dodge
hp 247 (23 HD); **DR** 2/—
Immune fear, fire
Resist acid 5, cold 10, electricity 5, sonic 5
Fort +23, **Ref** +13, **Will** +16
Weakness vulnerable to cold

Spd 40 ft.
Melee *+2 flaming burst battleaxe* +25/+20/+15/+10 (2d6+24/19–20/×3 plus 1d6 fire) and
+2 flaming burst handaxe +25 (1d8+18/19–20/×3 plus 1d6 fire)
Ranged *+1 returning spear* +20 (2d6+13/×3)
Space 10 ft.; **Reach** 10 ft.
Base Atk +19; **Grp** +35
Atk Options Power Attack; favored enemy +2 (dragons), damage bonus
Combat Gear *potions of cure serious wounds* (3), *potion of fly*, *wand of protection from energy* (16 charges)
Spells Prepared (CL 2nd)
1st—*longstrider*
*5-point Power Attack

Abilities Str 35, Dex 13, Con 22, Int 10, Wis 18, Cha 8
SQ rock catching, overcome draconic spell resistance
Feats Dodge, Improved Critical (battleaxe, handaxe), Improved Initiative, Iron Will, Lightning Reflexes, Power Attack, Quick Draw, Track, Two-Weapon Fighting, Two-Weapon Defense
Skills Intimidate +23, Knowledge (arcana) +6, Spot +22, Tumble +7
Possessions combat gear, *+3 cold resistance chain shirt*, *+2 flaming burst battleaxe*, *+2 flaming burst handaxe*, *+1 returning spear*

Aura of Courage (Su) Bram is immune to fear, and all allies within 10 feet gain a +4 morale bonus on saving throws against fear effects.
Damage Bonus (Ex) Bram gains a +6 bonus on all weapon damage rolls made against dragons.
Overcome Draconic Spell Resistance (Ex) Bram gains a +6 bonus on caster level checks to overcome a dragon's spell resistance.

Twelve-Headed Pyrohydra: hp 129; *Monster Manual* 157.

Tactics: Bram watches out the windows while keeping an eye on the room's doors. When enemies enter, he throws his spear at the chain holding the iron brazier hanging from the ceiling (AC 20, Hardness 10, hp 10) before wading in to attack. If the chain breaks, the iron pot falls. Anyone inside the room and within 10 feet of the eastern door must make a DC 15 Reflex save to avoid taking 6d6 points of bludgeoning damage and 3d6 points of fire damage from the heavy, red-hot pot. Bram fights near to the hydra, forcing anyone who wants to fight him in melee to contend with the angry monster as well.

10. Holding Cell

The iron door to this small garret can be locked from the outside. It doubles as the hydra's pen and as a holding cell for any prisoners that the giants capture. It is befouled by dung and partially eaten corpses from the hydra's long habitation. The ladder leading up can be retracted up to a landing on the fourth level, but right now is extended all the way down to the floor to aid in movement throughout the citadel.

11. Larder (EL 7)

A large fireplace dominates this kitchen and larder. A spit large enough to cook an ox stands within, and barrels of cheap wine and rancid foodstuffs fit only for the uncouth palate of a giant are stacked in the back of the chamber.

Creatures: The giants' servants, six terrified bugbears, hide in the corners of this chamber. They are unarmored and armed only with various kitchen implements (treat as daggers). Thoroughly cowed by the giants, they fight only in self-defense.

Bugbears (6): hp 16 each; *Monster Manual* 29.

12. Servants' Dormitory

This (relatively) low-ceilinged chamber holds only flimsy bunks and a few sticks of rude furniture. Two unlit lanterns hang from the beams of the ten-foot ceiling.

This chamber serves as the quarters of the citadel's bugbear servants. They are not allowed to keep treasure.

13. Latrines

This chamber commands a breathtaking view of the canyon, and two large holes in the floor serve as toilets. The ceiling slopes sharply down to the north.

There is nothing of interest in here. The holes in the floor plunge 10 feet through the rock before opening into the canyon. Filthy iron bars block the tunnels, but if removed this can serve as a nauseating but effective entry point into the citadel.

14. Upper Battlements

This battlement is surrounded by a 10-foot-high parapet. By design it is rather cramped and does not provide an ideal place for a dragon to land while providing cover for defenders against dragon attacks. If the PCs loiter here, feel free to have one of the dragon attacks in Event 2 take place.

15. Pillbox

This heavily fortified chamber is accessible only through a trapdoor in the floor that leads down to the hallway between areas **8** and **9**. Three arrow slits provide a good field of fire over the eastern portion of the citadel. Stacked against the wall in here are two Large masterwork heavy crossbows and 100 bolts.

16. Central Hall

The walls of this long hallway are decorated with swaths of dragon hide and other trophies gathered from various dragons.

The ladder in the west can be retracted up to area **21**; if the alarm has been raised, Kargo has done just that.

Treasure: The dragon trophies on the wall are well-preserved and mounted on fine stands. There are 20 in all, and while each weighs 200 pounds, they're each worth 500 gp.

17. Guest Quarters

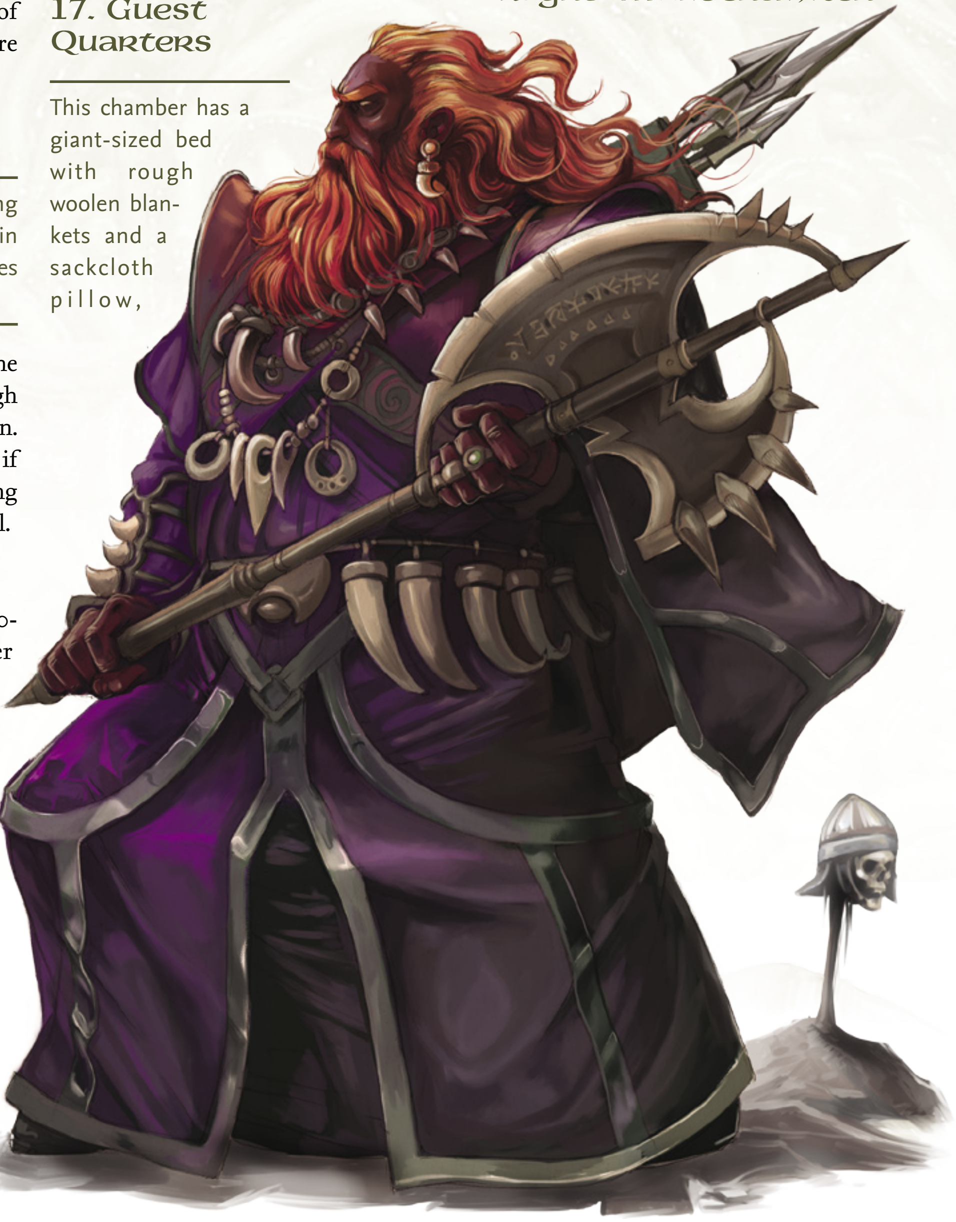
This chamber has a giant-sized bed with rough woolen blankets and a sackcloth pillow, some heavy furniture of hewn logs, and a stone hearth.

This room serves as guest quarters for visiting giants; it is currently unused.

18. Artillery Pits

Each of these walled yards holds a heavy catapult. They are sectioned off from each other to provide cover and prevent any single dragon attack from affecting all of them. They have been hit hard, and currently each catapult can withstand approximately one more direct breath weapon hit before being destroyed. Each catapult has 1d6 crawler loads in a nearby bin.

Kagro Thundersmiter



19. Guardpost (EL 16)

Creature: Two Tiamikal Nul-Shada sergeants stand guard in this room. If they see or hear intruders, they charge to attack, bellowing loudly to alert any remaining giants in the Citadel.

Tiamikal Nul-Shada Sergeants (2): hp 226 each; see page 73.

20. Parapet

This parapet stands 80 feet above the main gate and has an excellent view of the approach to the citadel. It is accessible by a trapdoor in the floor. A deceased Tiamikal Nul-Shada sergeant lies up here, horribly mauled by dragon claws.

21. Chamber of the Heartkeeper (EL 18)

This chamber is decorated like a hunting lodge. Half a dozen dragon skulls of various breeds are mounted on the walls. The furnishings include a table, three chairs, and some shelves, all composed of dragon claws and horns riveted together. The bed is nothing more than a huge mound of hides and furs. A ladder rises to a trap door in the ceiling, and another trap door exits in the floor.

Creature: This chamber serves as the abode of the leader of the Tiamikal Nul-Shada, a position traditionally known as the Heartkeeper due to the phylactery hidden in the dungeons below. The significance of that title has been lost for centuries, and the giants no longer remember what it is that they guard. The skulls and claws on the walls belong to various chromatic and metallic dragons, but unlike the trophies in area **16** they have no real intrinsic value. A door in the north wall exits out onto a balcony surrounded by a 10-foot-high parapet to provide cover from aerial attacks. There are 15 throwing rocks stacked out on the balcony.

The Heartkeeper, Kagro Thundersmiter, is disciplined, loyal, and fairly well-groomed. His tribe was wiped out by a white dragon in the Griff Mountains when he was a youth, and it left such a strong impression on his young psyche that, when his travels brought him to Kongen-Thulnir, he fell under its spell instantly. His rise in power in the Tiamikal Nul-Shada is as much a testament to his obsession with killing dragons as it is to anything else.

KAGRO THUNDERSMITER CR 18

Male fire giant rogue 8/dragonstalker 4

LE Large giant (fire)

Monster Manual 121, *Draconomicon* 129

Init +6; **Senses** low-light vision; Listen +15, Spot +15

Languages Common, Draconic, Giant

AC 31, touch 13, flat-footed 29; Dodge, Mobility, improved uncanny dodge

hp 319 (27 HD) **DR** 5/evil

Immune fire

Fort +23, **Ref** +20, **Will** +19; evasion

Vulnerable cold

Spd 40 ft.

Melee* *+2 dragon bane keen greataxe* +30/+25/+20/+15 (3d6+28/19–20/x3)

Ranged *+1 javelin* +23 (1d8+12)

Base Atk +21; **Grp** +37

Atk Option Blind-Fight, Improved Bull Rush, Power Attack, Spring Attack, ignore natural armor 1/day, rock throwing, sneak attack +4d6, sneak attack (dragon) +4d6

Combat Gear *cape of the mountebank, potion of barkskin* (2), *potion of displacement, potion of haste* (2), *potion of cure serious wounds* (3)

*5-point Power Attack

Abilities Str 36, Dex 10, Con 24, Int 10, Wis 17, Cha 8

SQ hunting bonus, rock catching, trapfinding, trap sense +2

Feats Blind-Fight, Dodge, Improved Bull Rush, Improved Initiative, Iron Will, Mobility, Power Attack, Spring Attack, Track, Weapon Focus (greataxe)

Skills Balance +8, Bluff +5 (+9 vs. dragons), Climb +19, Gather Information +3, Hide +7, Intimidate +11, Jump +19, Knowledge (arcana) +10, Listen +15 (+19 vs. dragons), Move Silently +7, Search +6, Sense Motive +7 (+11 vs. dragons), Spot +15 (+19 vs. dragons), Survival +7 (+9 when following tracks), Tumble +16

Possessions combat gear, *+5 mithral breastplate, +2 keen dragon bane greataxe,* 5 *+1 javelins, mantle of faith, ring of protection +2, ring of resistance +3* (as *cloak of resistance +3*), *amulet of health +2,* vault key

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Hunting Bonus (Ex) Kagro gets a +4 bonus on Bluff, Listen, Search, Sense Motive, and Spot checks when using these skills against dragons.

Sneak Attack (dragon) (Ex) This functions as the rogue ability of the same name, except that it only works against dragons.

Ignore Natural Armor (Ex) Once per day, Kagro can ignore a target's natural armor bonus (including any enhancement bonus to that natural armor). He must declare that he is using this ability before he makes the attack roll.

Tactics: Although Kagro has retreated to this chamber to wait out the dragon siege, he hardly sits idly by if the citadel is invaded. As soon as he hears the alarm raised, he gathers his gear and begins to patrol the citadel, loudly calling out challenges to the intruders and demanding that they present themselves to him for judgment.

Treasure: Alhtough Kagro carries most of his valuables on his person, one item in particular is hidden in the furs of his bedding. This is a Medium *flame tongue dragonfang longsword* made entirely from a red dragon's tooth. Despite its strange composition, this weapon performs as if it were crafted of the finest steel. In fact, its dragoncraft quality causes it to inflict an additional point of fire damage whenever it strikes a target. Kagro recovered this trophy long ago, and although it is too small for him to use properly he kept it anyway.

Development: Kagro suffers no intrusions into his Citadel, but if the PCs react to his arrival with the proper level of deference and respect (and a DC 30 Diplomacy check) he won't immediately attack them when he encounters them. He can answer most questions about the Citadel, but remains fairly elusive about its defenses and the phylactery vault.

If the PCs can prove to him that Vercinabex handed over his vault key to Charlgar, Kagro's rage turns to the frost giant; he may even recruit the PCs to help track the sorcerer down and force him to reveal where the key has been hidden.

In the end, Kagro refuses to allow anyone into the phylactery vault. The PCs will either need to defeat him or open the vault in secret. If he discovers the

PCs have opened the vault, he vows to hunt them down and kill them all.

22. Tower Roof (EL 14)

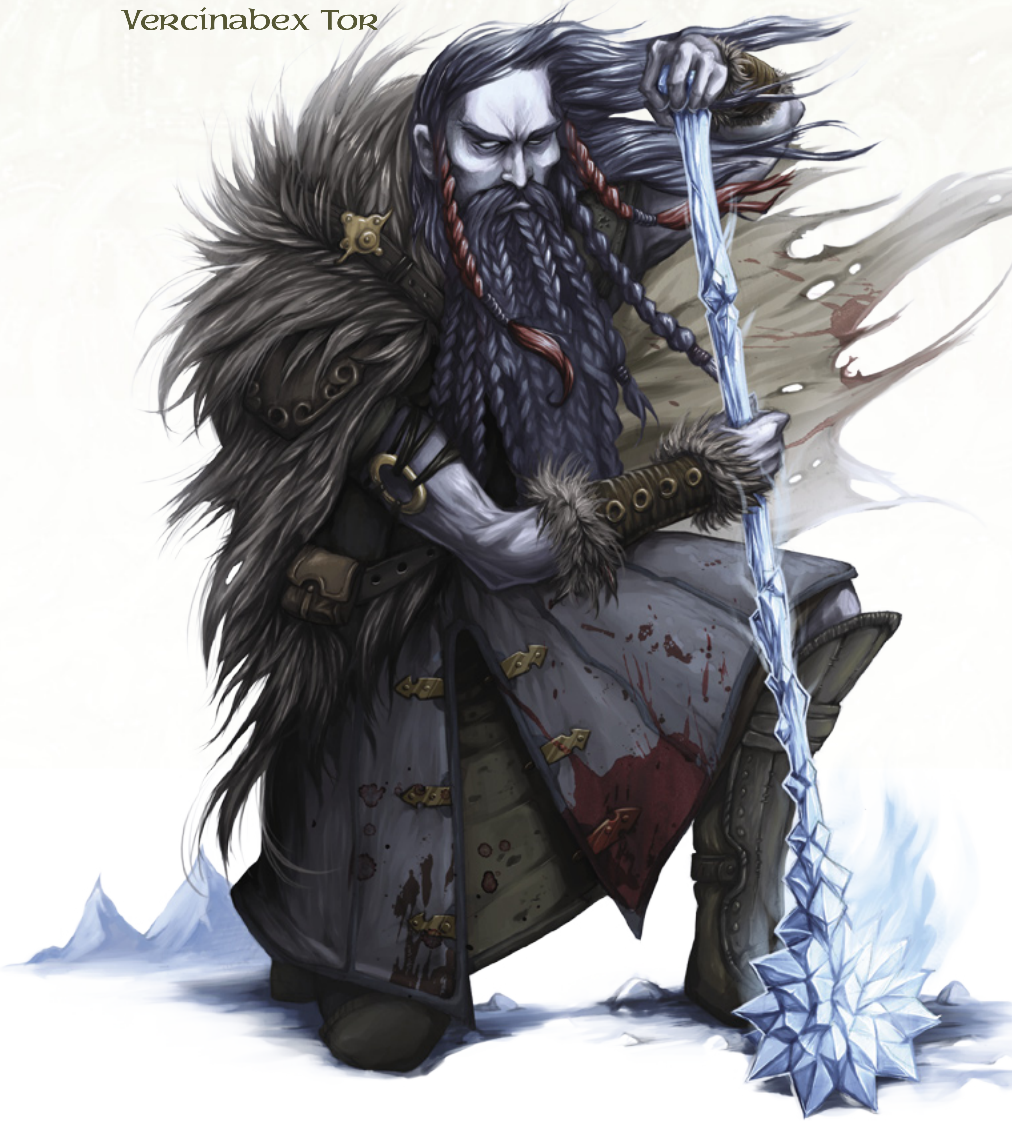
The roof of the tower is surrounded by a 7-foot parapet. Upon the roof is mounted a ballista, along with 12 bolts and two harpoons.

23. Shrine of Erythnul (EL 17)

Note that the room's guardian is likely to attack as the PCs descend the stairs to the south before they actually have a chance to enter this room, .

This chamber is rough-hewn from the rock. A single fissure in the far wall acts as a narrow window, allowing in light and fresh air. Every inch of the floor is covered with exotic-looking rugs, and silken hangings cover much of the walls. A bed of cushions is near one wall, and a low wooden table (by giant standards), silvery and cracked from age, rests near the opposite wall surrounded by sitting cushions. A large hookah stands in the center of the room. The far corner holds a crudely carved stone idol that depicts a visage that is half beast, half demon.

The door to this room hangs open. This shrine to Erythnul was once tended by a stone giant cleric named Juroth. During the initial attack on the citadel, Juroth was one of the first giants to die, ruined by Brazzemal and cast into the gulf of the Rift Canyon. Kargo intends to try to recover the body once the siege is over, and hopes to have Juroth resurrected by the King, but for now the Tiamikal Nul-Shada must make do without a spiritual leader.


Vercinabex Tor

Creatures: Juroth used a *greater planar ally* spell to ensure that even when he was elsewhere, this chamber would have a dangerous guardian to watch over it. This guardian is a marilith demon named Alakora, a svelt and sinuous creature with the lower body of a rattlesnake. She wears dozens of bracelets that further add to the rattling, jangling chorus that accompanies her every movement. Alakora has been paid well for her services, and remains a vigilant guardian even after Juroth's death.

ALAKORA **CR 17**
Female marilith demon
CE Large outsider (chaotic, extraplanar, evil)
Monster Manual 44
Init +4; **Senses** darkvision 60 ft., true seeing; Listen +31, Spot +31
Languages Abyssal, Celestial, Draconic; telepathy 100 ft.

AC 35, touch 16, flat-footed 28
hp 248 (16 HD); **DR** 10/good and cold iron
Immune electricity, poison
Resist acid 10, cold 10, fire 10; **SR** 25
Fort +21, **Ref** +14, **Will** +14

Spd 40 ft.
Melee *+1 flaming burst scimitar* +26/+21/+16/+11 (1d8+10/15–20 plus 1d6 fire) and
5 *+1 scimitars* +26 (1d8+5/15–20) and
tail slap +22 (4d6+4)
Space 10 ft.; **Reach** 10 ft.
Base Atk +16; **Grp** +29
Atk Options Combat Expertise, Power Attack; improved grab (tail), constrict 4d6+13
Special Atk *summon tanar'ri*
Spell-Like Abilities (CL 16th)
At will—*align weapon*, *blade barrier* (DC 23), *magic weapon*, *project image* (DC 23), *polymorph*, *see invisibility*, *telekinesis* (DC 22), *greater teleport* (self plus 50 pounds of objects only), *unholy aura* (DC 25)

Abilities Str 29, Dex 19, Con 33, Int 18, Wis 18, Cha 24
Feats Combat Expertise, Combat Reflexes, Improved Critical (scimitar), Multiattack, Multiweapon Fighting, Weapon Focus (scimitar)

Warmace

Anyone wielding a warmace takes a –1 penalty to Armor Class because the weight of the weapon makes it difficult to recover quickly from swinging it. A warmace is too large to use in one hand without special training (the appropriate Exotic Weapon Proficiency feat). A character can use a warmace two-handed as a martial weapon. A Medium warmace is worth 25 gp, inflicts 1d12 points of damage on a hit, and threatens a critical hit on a 20, dealing ×2 damage on a critical hit. Such a warmace weighs 10 pounds and inflicts bludgeoning damage. The warmace appears in *Complete Warrior*.

Skills Bluff +26, Concentration +30, Diplomacy +30, Disguise +7 (+9 acting), Hide +19, Intimidate +28, Listen +31, Move Silently +23, Search +23, Sense Motive +23, Spellcraft +23, Spot +31, Use Magic Device +26
Possessions *+1 flaming burst scimitar*, five *+1 scimitars, amulet of health +4, bracers of armor +3, ring of protection +3*, bracelets worth a total of 4,500 gp

Tactics: Alakora has used *polymorph* to take the form of a Fine spider and clings to the side of the northern wall, where she watches the southern passageway and the window in the wall intently. As a Fine spider, she has Hide +39. As soon as she sees intruders (any non-fire giants or named giants from this Citadel are intruders to her), she uses *project image* to appear at the far end of the hall. The next round she creates a *blade barrier* between the closest PC and the entrance to this room. Each round thereafter, she continues to create *blade barriers* in the southern hall, hedging in the PCs further and further. She may use *telekinesis* to move PCs through several *blade barriers* once she grows bored with this tactic.

If anyone makes it into her chamber, she immediately reverts to her true form and attacks in melee, fighting until she is reduced to 50 hit points or less, at which point she teleports out to area **1**, casts *polymorph* several times to heal herself, then assumes the form of a wasp and flies back down to the window in this room to check up on the PCs. If they are still within, she once again projects an image of herself on the opposite side of the room and then begins filling this chamber with more *blade barriers*. She repeats these tactics until she is either slain or the PCs flee from the room.

Treasure: The brass hookah, finely woven rugs, and silk wall hangings are worth a total of 3,500 gp. Hidden among the bed cushions (DC 17 Search check) is a leather bag holding 290 gp and assorted gems worth 600 gp.

24. Vercinabex Tor's Chamber (EL 16)

> This large chamber seems to be a combination of bedroom and study. Against the far wall lie numerous furs and cushions heaped in a haphazard nest. The walls are covered with strange runes and markings, and a large stack of oversized books lies on a cluttered desk to the north.

Creature: The frost giant Vercinabex Tor lives here. He has retreated to this chamber to outwait the dragon siege. He's been looking through his small collection of books for the thousandth time, hopelessly searching pages he's long-since memorized for hidden contexts that might grant him an insight into how the doors in area **25** could possibly be opened.

VERCINABEX TOR **CR 18**
Male frost giant sorcerer 16
CE Large giant (cold)
Monster Manual 122
Init +5; **Senses** low-light vision; Listen +3, Spot +20
Languages Giant

AC 25, touch 10, flat-footed 25
hp 313 (30 HD)
Immune cold
Fort +21, **Ref** +10, **Will** +15
Weakness vulnerable to fire

Spd 40 ft.
Melee* *+4 icy burst warmace* +26/+21/+16/+11 (3d6+29 plus 1d6 cold)
Ranged rock +18 (2d6+10)
Space 10 ft.; **Reach** 10 ft.
Base Atk +18; **Grp** +32
Atk Options Cleave, Improved Bull Rush, Power Attack
Combat Gear *potions of cure serious wounds* (4)
Spells Prepared (CL 16th, +18 ranged touch)
8th (3/day)—*maze*
7th (6/day)—*prismatic spray* (DC 26), *spell turning*
6th (7/day)—*chain lightning* (DC 25), *greater dispel magic, Otiluke's freezing sphere* (DC 25)
5th (7/day)—*cloudkill* (DC 22), *cone of cold* (DC 24), *teleport, wall of force*
4th (7 day)—*dimension door, confusion* (DC 21), *ice storm, wall of ice* (DC 23)
3rd (8/day**)—*greater magic weapon, haste, fly, lightning bolt* (DC 22)
2nd (8/day)—*fox's cunning, gust of wind* (DC 21), *locate object, mirror image, shatter* (DC 21)
1st (8/day)—*disguise self* (DC 18), *expeditious retreat, magic missile, shocking grasp, shield*
0 (6/day)—*acid splash, disrupt undead, ghost sound* (DC 17), *mage hand, message, prestidigitation, ray of frost, read magic, touch of fatigue* (DC 17)
*5-point Power Attack
**Has already cast *greater magic weapon* once today

Abilities Str 30, Dex 12, Con 24, Int 10, Wis 12, Cha 24
SQ rock catching, summon familiar (hawk named Teskian)
Feats Alertness, Cleave, Combat Casting, Craft Wondrous Item, Exotic Weapon (warmace), Extend Spell, Greater Spell Focus (evocation), Improved Bull Rush, Improved Initiative, Maximize Spell, Power Attack, Spell Focus (evocation)
Skills Bluff +15, Concentration +15, Intimidate +26, Knowledge (arcana) +8, Listen +3, Spot +20 (+23 in bright light), Spellcraft +10
Possessions combat gear, *+2 icy burst warmace, bracers of armor +6, cloak of Charisma +6*

Tactics: Vercinabex's obsession with the contents of the phylactery vault now verges on madness. He doesn't notice anyone entering this chamber, and simply continues to flip madly through his tattered books and make notes in the increasingly ink-filled margins. If the PCs wish to attack him, they automaticly have surprise over the obsessed giant. If the PCs have brought along Kagro, having convinced him that Vercinabex is a traitor, the hill giant loudly demands an explanation from the frost giant sorcerer. In either event, once Vercinabex notices his sanctum has been invaded, he flies into a blind rage and attacks.

Although a powerful sorcerer, Vercinabex remains very much a physical presence. He uses his magic to augment his fighting, but doing so typically requires several rounds of preparation. In his madness, he's developed a strange and risky method of ensuring he has the privacy he needs to prepare for combats—he casts *maze* on himself. Once in this *maze*, Vercinabex casts his defensive spells on himself, after which he begins making DC 20 Intelligence checks to escape his *maze*. Even if he doesn't make any of these checks (remember that *fox's cunning* effectively grants him a +2 bonus on these checks), Vercinabex figures that if he has to wait the full 10 minutes, chances are whatever had come to attack him has moved on or forgotten about him.

Treasure: Vercinabex keeps a small bag of mundane odds and ends in his bed of furs. In addition to various strange fetishes and bits of dragon, this bag holds 1,275 gp, 3,800 sp, 4,500 cp, a complete set of gold tableware and serving pieces stolen from a bandit prince worth 2,500 gp, various gems worth a total of 900 gp, and a *potion of water walk*.

Development: Although it's unlikely, the PCs might be able to shift Vercinabex's initial hostile attitude to helpful. If they do, and can convince the giant that they want to open the vault, he may agree to aid them. He only does so if the PCs can convince him that they'll let him have first pick of whatever wondrous item is hidden within; if the PCs tell him that the only thing inside is Dragotha's phylactery, Vercinabex scoffs. "Certainly a vault this potent holds more than one dusty old dragon's phylactery!" Once allied, Vercinabex tells the PCs that the vault can only be opened if two people utilize two different keys during a "ritual of opening." Kagro has one key, and Vercinabex knows exactly where the other one is; he'll lead the PCs to the Carrion Pit and even aid them in reaching the key. As for the "ritual of opening," Vercinabex ruefully admits he hasn't been able to determine what exactly this ritual is. Perhaps one of the PCs might be able to figure it out?

25. Guardian of the Heart (EL 19)

The stairs descend into an oddly-shaped room with a ceiling vaulting forty feet overhead. Great stone double doors exit to the northeast. These are covered in a detailed bas-relief depicting a human form trapped in a trapezohedral shape. All around this form writhe dozens of carved worms. A strange pale golden shimmering seems to dance at times over these doors, and set into the center of each is a single small keyhole.

This room guards the door to the chamber of the phylactery. The stone doors depict Kyuss' imprisonment within the black monolith deep in the Wormcrawl Fissure. This is obvious to anyone who makes a DC 30 Knowledge (religion) check. Upon closer inspection, more details become apparent. Depicted in the scene on the left-hand door are hundreds of stone giants locked in mortal combat with horrific worm-covered undead of all shapes and sizes. The giants appear to be taking the worst of it. Overshadowing all is a massive monolith upon which stands a huge figure of grotesque proportions with writhing worms all over its body—Kyuss himself. A circle of a dozen small figures stands before the monolith enacting some ritual. The right-hand door focuses in on the ritual of the small human figures, members of the Order of the Storm. They have gathered in a circle on a ledge overlooking a cliff, obviously protecting something in their midst. Crawling and clambering up over this ledge are dozens of skeletal undead, and rearing up in the background is an immense bony worm-like creature. Between these undead and the druids stand a group of brave heroes, single-handedly holding off the advancing undead.

If your players have played through "The Library of Last Resort," they may recognize some of these heroes depicted. The true significance of the similarity between the PCs and the carvings on the door is left to you to decide.

As long as the vault doors remain closed, the chamber beyond remains protected by a *dimensional lock* effect that cannot be dispelled. *Mordenkainen's disjunction*, *wish*, or *miracle* can remove this effect.

Fortunately for the PCs, an ally waits for them here. As they approach the door, the ghostly form of a short, humanoid figure shimmers and rises up out of it to float in the air above. The ghost has a strange look on his face, a combination of fear and excitement. His head lolls on a broken neck, and his fingers end in long tendrils of ectoplasm that look almost like claws. The PCs have met this ghost before, at a time when their progress was once before barred by an unopenable door. This is the ghost of Alastor Land, returned from beyond to aid the PCs one last time. He speaks, and this time his voice seems to have matured. In the months between their last meeting, Alastor Land has lost his willful childish personality, in no large part due to the great favor the PCs did for him by returning the bones of his family to their graves in "The Whispering Cairn."

"Well met, friends. Long have our journeys been since our last meeting. You have come far in your quest to stop the abomination that rises even as we speak, and I have been down long roads in other worlds learning who and what I am. And now, here at this juncture, our paths cross again. As you have doubtless learned, an age ago the Vaati fought a great battle against the forces of Chaos not far from here. Miska the Wolf-Spider was imprisoned, the Queen of Chaos banished, and the Rod of Law was broken into the Rod of Seven Parts and cast across the cosmos. Tombs were built to inter their honored dead, but the Vaati did not abandon the field of battle entirely. Certain guardians were left behind to watch and wait for the reemergence of Chaos. One of these guardians was an order of mortal druids. The Vaati taught these druids their secrets, and when they left for other realms, this order grew powerful. They became the Order of the Storm, and they defeated Kyuss nearly fifteen centuries ago. Kyuss was banished, locked away in a stony prison, but now he threatens once again.

"Over long years, the secret watchers joined with the cultures around them. These guardians forgot their cause, and traditions were abandoned. My family, the Land family, named for their sacred attachment to the hallowed grounds of the Vaati fallen, were among the last of these watchers. Though the blood of the Vaati ran thin in my veins, it still called to me and allowed me access to the tomb of Icosiol until my destiny was fulfilled and I fell to a trap. Likewise, your coming to the Whispering Cairn was no accident. I can smell the mark of the Vaati within you, heroes. You may be the last of a long line, the only surviving heirs to the Vaati legacy. As such, I have come to advise you one more time.

"Kyuss' strength lies in his prison. When he became a god, he became trapped in the focus of his divine apotheosis—a massive monolith of stone affixed to the peak of the Spire of Long Shadows. Dragotha stole this monolith long ago and brought it to his lair in the Rift Canyon. Over the centuries, the presence of Kyuss' monolith transformed this portion of the canyon into what is known today as the Wormcrawl Fissure. Once, after Dragotha was murdered by the Chromatic Dragon and returned to unlife by the Wormgod, Kyuss managed to escape his prison. With Dragotha as the general of his undead armies, the Wormgod rose from the Rift and attempted to begin the Age of Worms, but the Order of the Storm was ready.

"You know of this battle. And now you know that in the room beyond lies Dragotha's phylactery. Yet to reach it, you must look into your memories, your souls. Find the ritual of opening, and use the vault keys. Yet know also that once these doors open, the phylactery vault will be open to all. Dragotha and his minions will smell his phylactery and they shall come to claim it. You must be quick. If you destroy the phylactery, Dragotha can be truly slain, but as his lifeforce escapes, he may be able to reclaim some of it from the beyond—destroying the phylactery may make him more dangerous than ever before. Yet I see little choice.

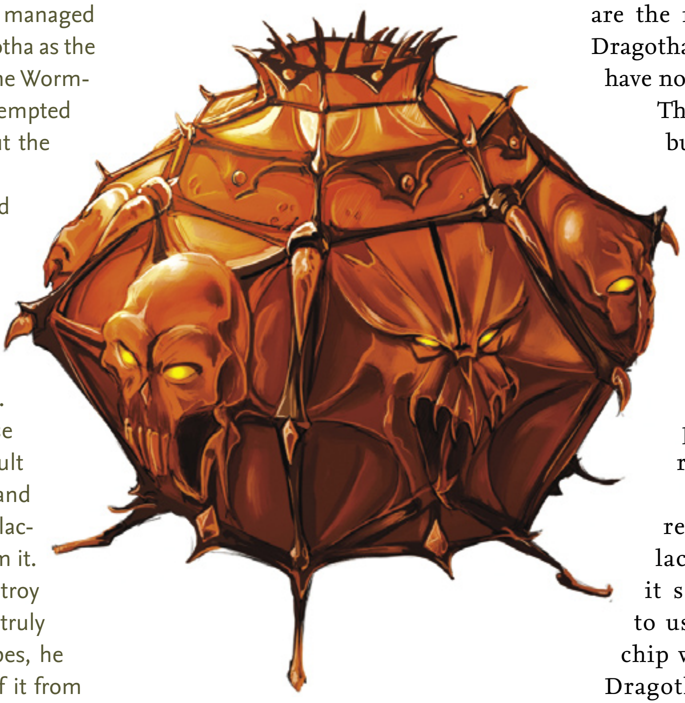
"I must now go. You shall not see me again, I think, until you join me on the other side. Good luck, my friends, and farewell..."

After completing his monologue, a smile crosses the ghost's lips and he fades away without answering any questions.

Creature: Guarding this room are the remnants of the ancient giant culture of Kongen-Thulnir, left behind to forever guard the entrance to the phylactery vault. These are two ancient undead giants known as raams. The towering creatures stand silent and still, one to either side of the door. They make no move to attack unless anyone tries to open the door by force. If the keys are used with the proper ritual, the raams remain motionless.

Raams (2): hp 168; see Appendix.

Development: After hearing Alastor's tale and recovering the vault keys, all the PCs need to do is approach the door and memories of the complex Druidic chant required to open the chamber flood into their minds, latent memories implanted by the *Fountain of Dreams* during the climax of "The Library of Last Resort," awakened by the proximity to the source of their quest.



Dragotha's Phylactery

26. Phylactery Vault (EL 23)

The ceiling of this vaulted chamber is lost in shadow above. Flanking stairs rise ten feet to a platform across the room. Atop it stands the statue of a rampant dragon, wings spread, foreclaws extended, and mouth agape. Its chest is open, revealing its rib cage, wherein floats a ruby-red box, its faces carved with leering dragons. Dark striations of rock travel vertically through the walls, creating the illusion of pulsing blood veins in the light given off by the glowing red box. A susurrus echoes through the chamber like dark secrets long hidden. As the doors swing wide, the flickering light pulses once, and then fades.

The box floating in the dragon statue's chest is Dragotha's phylactery. No traps or guardians protect it now, and the PCs can claim it with ease. Yet the phylactery itself is far from safe to touch. Each round the phylactery is in contact with flesh, it inflicts 2d6 points of Wisdom drain as the victim's mind is assaulted with the madness and rage of one of the most terrible dragons ever to live and die and live again. A DC 20 Will save prevents the Wisdom drain for one round. The whispers filling the room are the results of having contained Dragotha's evil for so long, but they have no game effect.

The phylactery itself is difficult, but not impossible to destroy. The near-artifact-level object can be battered apart by physical blows that can penetrate its hardness, energy attacks that get through its energy resistance, or destroyed by appropriate spells that get past its spell resistance. The phylactery itself is made of ruby and copper.

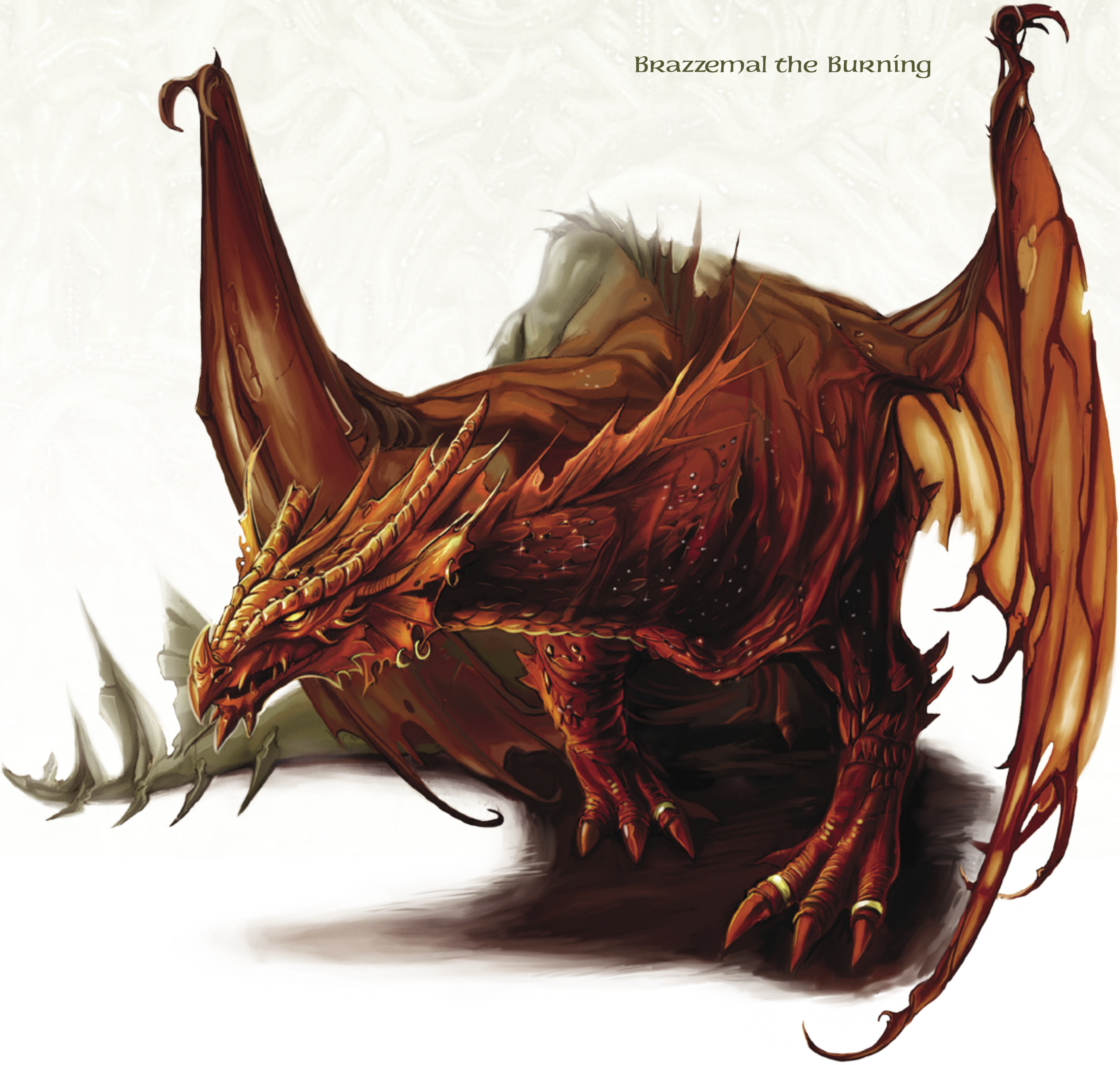
Of course, the PCs aren't required to destroy the phylactery; in fact, if they keep it safe, they may well be able to use it as a potent bargaining chip when they finally encounter Dragotha at the end of "Into the Wormcrawl Fissure."

If Vercinabex Tor is still with the party, his madness finally consumes him when he realizes that there actually isn't anything more than a phylactery here. With a feral shriek, he attacks the PCs as detailed in his tactics section in area **24**.

If the Ominious Fabler is still with the PCs at this time, he tries to claim the phylactery for his own. If he manages to claim it (he has no special resistance against its Wisdom draining effect) he attempts to teleport away with it to return it to Dragotha. If the PCs have found the Fabler out but he's still following them, he does his best to sneak by the PCs to accomplish his goal.

Dragotha's Phylactery: Hardness 30; hp 60; immune to fire; acid resistance 30, cold resistance 30, electricity resistance 30, sonic resistance 30; SR 32; Break DC 40.

Development: As the PCs open the vault, the wards shielding the contents from all divination are brought to an end. Only 1d6 rounds later, Brazzemal arrives to claim the phylactery, its pulsing energy a beacon to his draconic senses. When he arrives, the red dragon casts *transmute rock to mud* on the outside of the pinnacle, undercutting the foundations of this room. At the end of the round, the portion of the room marked on the map



Brazzemal the Burning

with the dashed line collapses and falls away into the canyon leaving a cavernous opening to the outside. Anyone standing in this section takes 6d6 points of bludgeoning damage from falling rocks, and must make a DC 25 Reflex save to jump to safety or plummet into the canyon below. Brazzemal, meanwhile, lands in the new opening and attacks until he is the only one alive; the proximity of the phylactery overpowers his instinct for self-preservation and he fights to the death.

If the two raams still live, they immediately move to attack the red dragon, possibly providing the PCs with unexpected allies.

Brazzemal the Burning **CR 23**
Male ancient red dragon
CE Gargantuan dragon (fire)
Monster Manual 75
Init +0; **Senses** blindsense 60 ft., darkvision 120 ft., low-light vision; Listen +44, Spot +44
Aura frightful presence (DC 34; 300 ft.)
Languages Abyssal, Common, Draconic, Drow Sign Language, Dwarven, Elven, Giant, Undercommon

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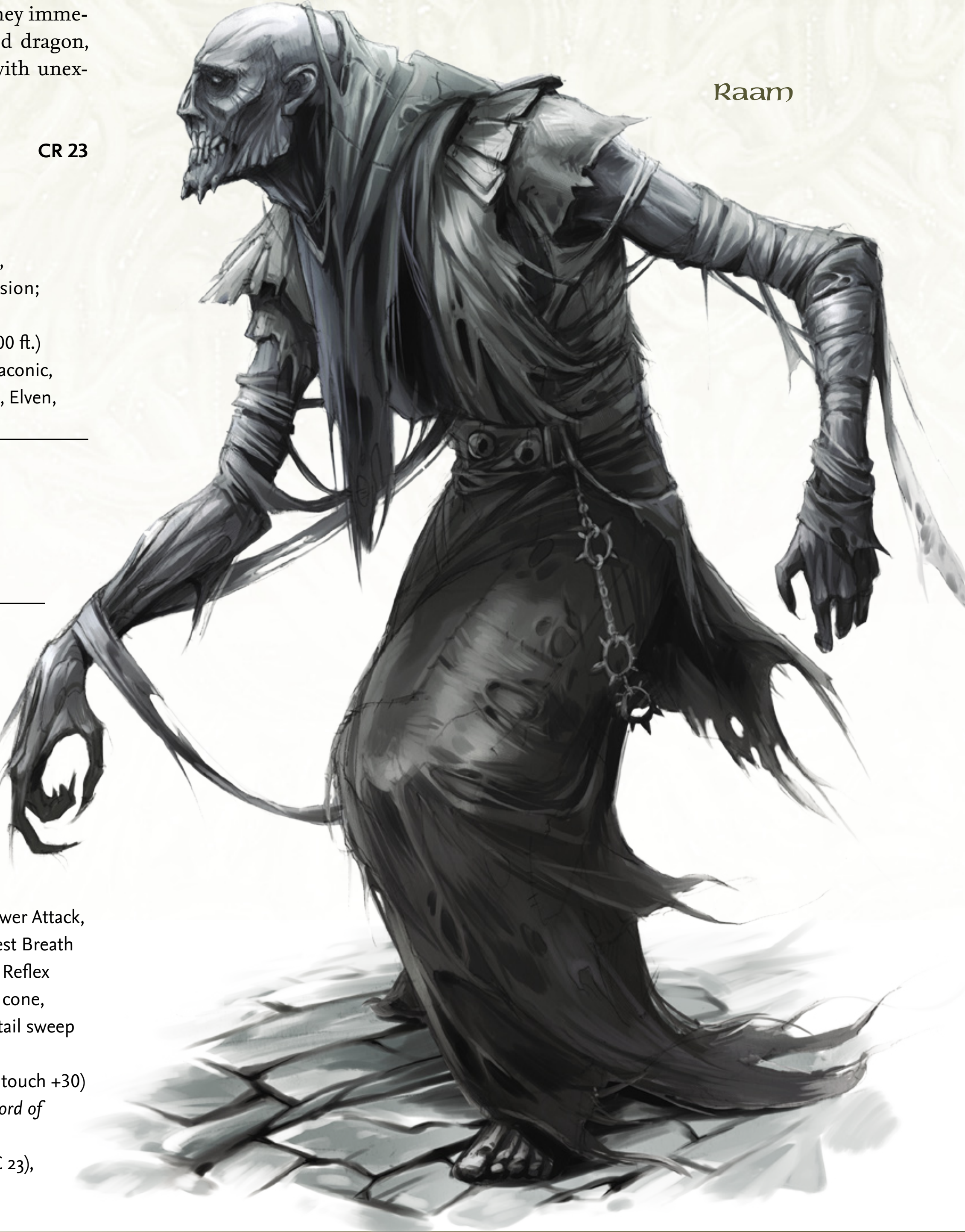
AC 39, touch 6, flat-footed 39
hp 527 (34 HD); **DR** 15/magic
Immune fire, paralysis, sleep
Resist cold 30; **SR** 28
Fort +28, **Ref** +19, **Will** +26
Weakness vulnerable to cold

Spd 40 ft.; fly 200 ft. (clumsy)
Melee* bite +34 (4d6+24/19–20) and
2 claws +32 (2d8+17/19–20) and
2 wings +32 (2d6+17) and
tail +32 (2d8+31)
Space 20 ft.; **Reach** 15 ft. (20 ft. with bite)
Base Atk +34; **Grp** +60
Atk Options Cleave, Flyby Attack, Improved Bull Rush, Power Attack, Quicken Breath, Snatch, Tempest Breath
Special Atk crush (4d6+21, DC 36 Reflex negates), breath weapon (60 ft. cone, 20d10 fire, DC 36 Reflex half), tail sweep (2d6+21, DC 36 Reflex half)
Spells Prepared (CL 15th, ranged touch +30)
7th (5/day)—*insanity* (DC 24), *word of chaos* (DC 24)
6th (7/day)—*chain lightning* (DC 23), *greater dispel magic, mass suggestion* (DC 23)
5th (7/day)—*feeblemind* (DC 22), *teleport, transmute rock to mud, wall of force*
4th (7/day)—*confusion* (DC 21), *crushing despair* (DC 21), *unholy blight* (DC 21), *wall of fire* (DC 21)
3rd (8/day)—*deeper darkness, dispel magic, protection from energy, slow* (DC 20)
2nd (8/day)—*cat's grace, invisibility, mirror image, pyrotechnics* (DC 19), *scorching ray*
1st (8/day)—*chill touch* (DC 18), *identify, mage armor, magic missile, shield*
0 (6/day)—*arcane mark, dancing lights, detect magic, ghost sound* (DC 17), *guidance, mage hand, prestidigitation, read magic, resistance*
Spell-Like Abilities (CL 15th)
10/day—*locate object*
3/day—*suggestion* (DC 20)
1/day—*find the path, discern location*
*10-point power attack


Raam

Abilities Str 39, Dex 10, Con 29, Int 24, Wis 25, Cha 24

Feats Cleave, Flyby Attack, Hover, Improved Bull Rush, Improved Critical (bite, claw), Multiattack, Multisnatch, Power Attack, Quicken Breath, Snatch, Tempest Breath, Wingover

Skills Appraise +44, Bluff +44, Concentration +46, Diplomacy +48, Intimidate +46, Jump +55, Knowledge (arcana) +44, Knowledge (geography) +19, Knowledge (history) +20, Knowledge (nature) +19, Knowledge (religion) +25, Knowledge (the planes) +26, Listen +44, Search +44, Sense Motive +44, Spot +44

Possessions *ring of major spell storing* (contains *heal, sending*), *ring of greater cold resistance*, 5 gold earrings worth 1,000 gp each, 666 ornamental gemstones embedded into his hide (each is worth 100 gp)

Ad-Hoc Experience Award: For recovering the phylactery, award the PCs a CR 20 experience award.

CONCLUDING THE ADVENTURE

This adventure ends as the PCs claim Dragotha's phylactery. The results of their actions with the phylactery, be it to hide it away or destroy it, are detailed in the next adventure, "Into the Wormcrawl Fissure."

It's likely that several of the villains in this adventure escape alive. If any of the dragons in this adventure manage to survive, they retreat to the Wormcrawl Fissure, where the PCs may need to confront them again. If the Ominous Fabler survives, he continues to try to steal the phylactery from the PCs. If he realizes it has been destroyed, he returns to Dragotha's side to report. Furious, the dracolich destroys the Ominous Fabler—his tale coming to an abrupt and ruinous end deep in the Wormcrawl Fissure.

If this adventure is not played as part of the Age of Worms Adventure Path, there are still many opportunities for adventure in Kongen-Thulnir. Though the wards over the ruins are now gone, Kongen-Thulnir still remains a stronghold for giant bandits. Local rulers may ask the party to go back and finish the job of ending the reign of Achaime Silvereye, the King of the Rift. In addition, after the battle there are many dragon lairs whose masters will not be returning home. Perhaps the party chooses to seek out these now-abandoned lairs and recover the hoards lying unguarded. Of course, dragon lairs are never as abandoned or unguarded as one would hope.

APPENDIX: NEW MONSTER

Raam

This massive giant has iron gray skin that looks as dry and weathered as a desert peak. Its head is hairless with sunken, glassy eyes and craggy features seemingly carved from granite. Its skin recedes at its mouth and fingers revealing blunt gray teeth and long, curving nails.

Raam **CR 17**

Always NE Huge giant

Init +6; **Senses** darkvision 60 ft.; Listen +33, Spot +19

Aura fear (30 ft. radius; DC 25)

Languages Giant

AC 35, touch 10, flat-footed 33 (–2 size, +2 Dex, +25 natural)

hp 162 (25 HD); **DR** 10/—

Immune cold, electricity; undead traits

Fort +10, **Ref** +10, **Will** +19

Spd 40 ft.

Melee* 2 slams +22 (2d6+21/19–20 plus 1d4 Strength damage)

Ranged rock +13 (2d8+16)

Space 15 ft.; **Reach** 15 ft.

Base Atk +12; **Grp** +36

Atk Options Awesome Blow, Cleave, Improved Bull Rush, Power Attack

Special Atk trample 1d6+24 (DC 38)

*5-point Power Attack

Abilities Str 43, Dex 15, Con 10, Int 8, Wis 20, Cha 16

SQ rock catching

Feats Awesome Blow, Cleave, Combat Reflexes, Great Fortitude, Improved Bull Rush, Improved Critical (slam), Improved Initiative, Power Attack, Weapon Focus (slam)

Skills Climb +30, Disguise +3 (+11 when disguised as statue), Hide –6 (+2 in rocky terrain), Knowledge (history) +13, Listen +33, Perform (song) +17, Spot +19

Environment any underground

Organization solitary, pair, band (3–7) or tribe (8–24)

Treasure standard

Advancement by character class

Fear Aura (Su) A raam exudes an aura of necromantic menace when it attacks. Any creature within a 30-foot radius of a raam when it attacks must succeed on a DC 25 Will save or become panicked for 2d4 rounds. A creature that successfully saves cannot be affected by that particular raam's aura for 24 hours. The save DC is Charisma-based.

Rock Throwing (Ex) Raam are accomplished rock throwers and receive a +1 racial bonus on attack rolls when throwing rocks. The range increment is 180 feet for a raam's thrown rocks. It can hurl rocks of 80 pounds (Medium objects) up to five range increments. It uses both hands when throwing a rock.

Rock Catching (Ex) A raam can catch Small, Medium, or Large rocks (or projectiles of similar shape). Once per round, a raam that would normally be hit by a rock can make a Reflex save as a free action. The DC is 15 for a Small rock, 20 for a Medium rock, and 25 for a Large one. (If the projectile provides a magical bonus on attack rolls, the DC increases by that amount.) A raam gains a +4 racial bonus on its Reflex save when attempting to catch a thrown rock. The raam must be ready for and aware of the attack in order to make a rock catching attempt.

Strength Damage (Su) The touch of a raam deals 1d6 points of Strength damage to a living foe, or 2d6 points of Strength damage on a critical hit. The raam heals 5 points of damage whenever it drains Strength. A creature reduced to Strength 0 by a raam dies. This is a negative energy effect.

Trample (Ex) Reflex half DC 38. The save DC is Strength-based.

Skills A raam gains a +8 racial bonus on Hide checks in rocky terrain. It gains a +8 racial bonus on Disguise checks when attempting to appear as an inanimate statue.

The raam are all that remains of an ancient race of giants whose culture died out from attrition and an inability to sustain a viable birth rate. As their culture fell into melancholy and malaise, the remaining giants constructed monolithic granite cairns for themselves in deep canyons and beneath domelike hills, and in the end the last survivors descended into their self-made tombs and interred themselves alive. The despair and anger they felt at their fate cursed them to live on after death as undead relics, forever preserving their lost society.

Raams typically wear funerary garb of a somber hue and ancient design.

Only male raams have ever been encountered, giving credence to the rumor that the culture died after their wives stopped producing female children. They stand 17 feet tall and weigh about 8,000 pounds due to their dense body mass.

Raams are melancholy and serve to preserve their traditions of old. They speak with a surprisingly melodious, resonant voice and are skilled at reciting the poems and lays of their ancient heritage in haunting tones. They are also skilled musicians and artists; many sing nightly dirges in their dark cairns.

Raam cairns are composed of monolithic stone slabs. They are avoided by animal life and support only stunted and unhealthy plant growth in the thin soil atop the mounds. Raams attack any who break into their homes or enter during the day, but have been known to entertain visitors who politely request entrance after dark. Some of the most hauntingly beautiful ballads of tragedy and woe have been attributed to bards who spent a night listening to the songs of the raam.

Like other giants, raams typically carry a bag with their personal possessions and 1d6 throwing rocks.

Raams typically rely on blows from their massive fists, trampling smaller opponents in combat. Though they are as proficient in rock throwing as the other giant races, they seldom have the room in their subterranean chambers to fully utilize this ability. They excel at hiding in rocky surroundings or standing still to appear as an inanimate statue before attacking intruders with surprise.

Greg writes, "Being a part of the Adventure Path is the most nerve-wracking undertaking I've ever made in writing. It's some big shoes to fill. I couldn't have done it without the help of people like Richard Pett and Ted Albert who contributed greatly to the development of the adventure. I also have to thank Erik and crew for giving me the opportunity. And finally, thanks to Christopher Wissel for his inspiration for the history of Alastor Land, which he first revealed on the Paizo messageboards. Hail to the WerePlatypus!"

Scaling the Adventure

"Kings of the Rift" is designed for a party of four 18th-level characters, but with a little work it can be adapted for use by 16th–17th-level characters or 19th–20th-level characters. Simply adjust all NPC character levels up or down as appropriate by a number equal to that which the average party level of your group deviates from 18. Don't forget to modify the amount of treasure found in the adventure appropriately. Specific changes to the adventure include:

16th–17th-level characters: Reduce all dragons by one age category. Reduce the Mother Worm's Hit Dice by 4–8, and lower her Strength and Constitution scores by 4 each. Replace the twelve-headed pyrohydra with a ten- or eleven-headed pyrohydra. Replace Alakora with a nalfeshnee demon, and remove one of the raams.

19th–20th-level characters: One way to increase this adventure's difficulty is to simply force the PCs to accomplish more with fewer breaks. If the PCs stop to rest, they may find that draconic reinforcements have arrived from the Wormcrawl Fissure. For 20th-level characters, consider increasing the age category of all dragons in the adventure by one. Increase the Mother Worm's Hit Dice by 4–8, and give it a fly speed of 100 ft. and fast healing 20. Add a second twelve-headed pyrohydra to area **9**. Advance Alakora's Hit Dice by 2–4, and replace her *+1 scimitars* with *+1 flaming scimitars*. Add 1–2 raams to area **25**.

RUNNING KINGS OF THE RIFT IN EBERRON

by Keith Baker

The Rift Canyon: Goradra Gap

In Eberron, the Rift Canyon can easily be replaced by the Goradra Gap, a hundred-mile-long scar gouged across the western Ironroot Mountains. This region has never been densely populated, and the Gap itself is the subject of hundreds of disturbing legends. Some tales say that the gap descends all the way to Khyber. Others speak of a kingdom hidden deep in the gap. All agree that the Goradra Gap holds grave danger and dark secrets.

One such secret is the nation of the giants. Xen'drik is known as the cradle of giant civilization, but it is not the only place giants can be found in Eberron. The origins of Kongen-Thulnir are lost in the mists of time; it is possible that first inhabitants were brought to Khorvaire in the Age of Demons by fiends who sought to use the strength of these massive creatures. Another possibility is that Kongen-Thulnir was formed by a band of giants who teleported away from the cataclysm that devastated Xen'drik. Whatever the truth, the inhabitants of Kongen-Thulnir do not possess the ancient magics of Xen'drik, or any knowledge of the Age of Giants. Low birthrate has always kept the giant nation a small one, and the tribes have been content to remain in the sanctuary of the Gap. While they have occasionally allied with outsiders in the past—such as when they joined forces with the dwarven Order of the Storm to fight the darkness—they prefer to stay in isolation. Discovery of this hidden nation is something that PCs can rightfully find remarkable, and the giants will not want their existence revealed to the outside world.

While it is a minor detail, the bugbears of Eberron have no tie to orcs, ogres, or the Ironroot Mountains, and should be removed from the city. The orcs are the same bloodline as the Jhorash'tar (*Eberron Campaign Setting*, page 193), while the troglodytes and ogres have been drawn up from the depths of the Gap.

What's With The Dragons?

The dragons of Eberron are rarely seen in force; they are subtle creatures that prefer to manipulate events from afar. Alignment is not always dictated by the color of scales, and there are noble black dragons and malevolent golds.

So what's with all the dragons at Dragotha's beck and call?

The answer is twofold. Dragons were responsible for defeating the fiendish Overlords and bringing the Age of Demons to an end. These ancient powers have long yearned for vengeance against the draconic races. Dragotha has been granted great power by Kyuss-Katashka, and he possesses the ability to influence and corrupt weak-willed dragons. Over the course of centuries, he has been building his own force of twisted wyrms.

Beyond this, there are some dragons who serve Kyuss of their own accord. The Draconic Prophecy is not a simple statement of facts: it is a guide to shaping the future. Dragon seers believe that they know what will happen should Kyuss return, should he be defeated, and what the difference would be if he was defeated by dragons or members of the younger races. Most of the dragons feel that events must be allowed to run their course, that things are in the hands of the heroes. But there are some who want Kyuss to triumph—not simply because of the power they may gain for serving him, but because of the chain of events it will unlock in the future. This is most likely the case with Brazzemal the Burning; he has not been enslaved by Kyuss, but rather sees the onset of Age of Worms as one step in a long plan of his own.

The presence of such a force of dragons is an unusual event in Eberron, and should be called out as such. Player characters that have worked for the Chamber should be surprised by the raw force being employed here: the fact that this behavior is atypical of the dragons of Argonnessen is a sign that great and terrible events are afoot.

The Tale of Kyuss

When the party encounters Alastor Land, he explains the story of Kyuss and the forces of chaos. If you have made use of the previous conversion appendices, the following information applies:

The forces of Chaos were the fiends of the Age of Demons—the Overlords, rakshasa, and other children of Khyber. While the Vaati played a role, the primary soldiers in this battle were the couatl and the dragons, and it was the dragons who instructed the younger races in the druidic mysteries. As such, Alastor is likely to say, "at the dawn of time the forces of light fought a great battle against the children of Khyber."

Likewise, the DM may wish to say that the heroes are marked by destiny or prophecy, as opposed to being heirs of the Vaati. However, there is nothing wrong with tying the PCs to the Vaati if the DM prefers this.

While Kyuss is called "the Wormgod" and possesses terrible might, his power is a result of his merging with the Overlord Katashka, a spirit spawned on Eberron. He has immense power, but he is not a god in the same sense as the deities of the Sovereign Host or Dark Six, who do not manifest in the world.

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RUNNING KINGS OF THE RIFT IN THE FORGOTTEN REALMS

by Eric L. Boyd

Conversion notes for Bhaal (Erythnul), djinni (Vaati), Kossuth (Queen of Chaos), Memnon (Miska the Wolf-Spider), the druid circle of Silvanus (Order of the Storm), the Scepter of Calim (Rod of Law), the Shattered Scepter of Calim (Rod of Seven Parts), and Skull Gorge (Rift Canyon and Wormcrawl Fissure) have already been mentioned in conversion sidebars for earlier adventures in the adventure path.

Skull Gorge

Skull Gorge is narrow canyon cut by the upper reaches of the River Reaching as it drains the northern Sunset Mountains. It lies in the unclaimed reaches of the Backlands (Bandit Kingdoms) south and west of the Great Desert of Anauroch.

In ages past, the caverns that lined the gorge's walls were claimed by tribes of stone giants. The stone giants were citizens of the ancient giant empire of Grunfesting, and their lord ruled the gorge from the ramparts of the city of Kongen-Thulnir. As the power of the giant empires waned, the stone giants permitted small tribes of primitive humans to settle in the smaller caverns along the gorge.

In -1,145 DR, Netherese explorers established the town of Holloway in one of the caverns as a base for their explorations of the ancient ruins. They hoped to recover ancient magics of power similar to that of the Nether Scrolls, but failed. In their wake, Holloway continued as a lonely outpost of Netheril. Over time, the church of Jergal came to dominate the town, and a series of crypts were built into the caverns of the gorge. After the fall of Netheril in the Year of Sundered Webs (-339 DR) and the subsequent Netherese diaspora, Holloway began to dwindle and was finally abandoned in the Year of the Winter Wolf (-270 DR).

The Order of the Storm, conceived in Calimshan by the heirs of the genie founders of that empire, forged a strong alliance with the stone giants of Kongen-Thulnir, as both groups opposed the spreading taint of Kyuss. After the defeat of the Wormgod some fifteen centuries ago, the Order of the Storm established the Citadel of Weeping Dragons in the city of Kongen-Thulnir to hold Dragotha's phylactery.

In the Year of Slaughter (1090 DR), a horde of goblins, hobgoblins, and orcs out of the Stonelands met an army of humans, elves, and dwarves north of the Sunset Mountains. Although the humanoids were defeated, the Battle of Bones scarred the land, leaving behind the horrid undead hunting grounds that retain the battle's name. The orc and goblinoid shamans who survived the six-day conflict fled south into the Skull Gorge, pursued by their enemies. The shamans summoned demons and devils in great numbers to defend their newfound redoubt, but the fiends quickly decimated the survivors of both armies.

In the Year of the Gauntlet (1369 DR), clerics of the newly arisen god of necromancy, Velsharoon, established a temple amidst the crypts of Holloway. The Forgotten Crypt, one of Velsharoon's abodes when he was a mortal, was transformed into the Crypt of the Arisen Army, and Velsharoon's necrophants laid claim to the length and breadth of the gorge. Unbeknownst to the followers of the Archmage of Necromancy, Velsharoon's interest in the region dated back to his explorations of the little-known Wormcrawl Fissure.

If the PCs explore Skull Gorge, the DM may wish to introduce demons who outlived their goblinoid summoners and clerics of Velsharoon attended by armies of undead horrors.

Kongen-Thulnir

The three tribes of Kongen-Thulnir are the Gorgelords (Riftlords), the Gorge Crawlers (Rift Crawlers), and the Tiamikal Nul-Shada (Hunters of Tiamat's Children).

Brazzemal the Burning

Brazzemal the Burning once plagued the southern reaches of Chessenta and Unther from his lair in the Smoking Mountains (Hellfurnaces). He allied with the church of Tiamat (King Snurre) against Gilgeam and the nation of Unther (Sterich), but was slain during the Time of Troubles. He has not been heard from for over a dozen years.

Vermirox

Vermirox lairs in an immense cavern beneath the ruined city of Holloway (Wraithkeep). He has quickly come to hate the clerics of Velsharoon.

Xyzanth

Xyzanth dwells in the depths of the Graypeak Mountains (Griff Mountains).

Wilmot Coldtooth

Wilmot is an exile from Citadel Adbar in the Silver Marches (Flinty Hills).

Kargo Thundersmiter

Kargo is the last of his tribe and hails from the Graypeak Mountains (Griff Mountains).

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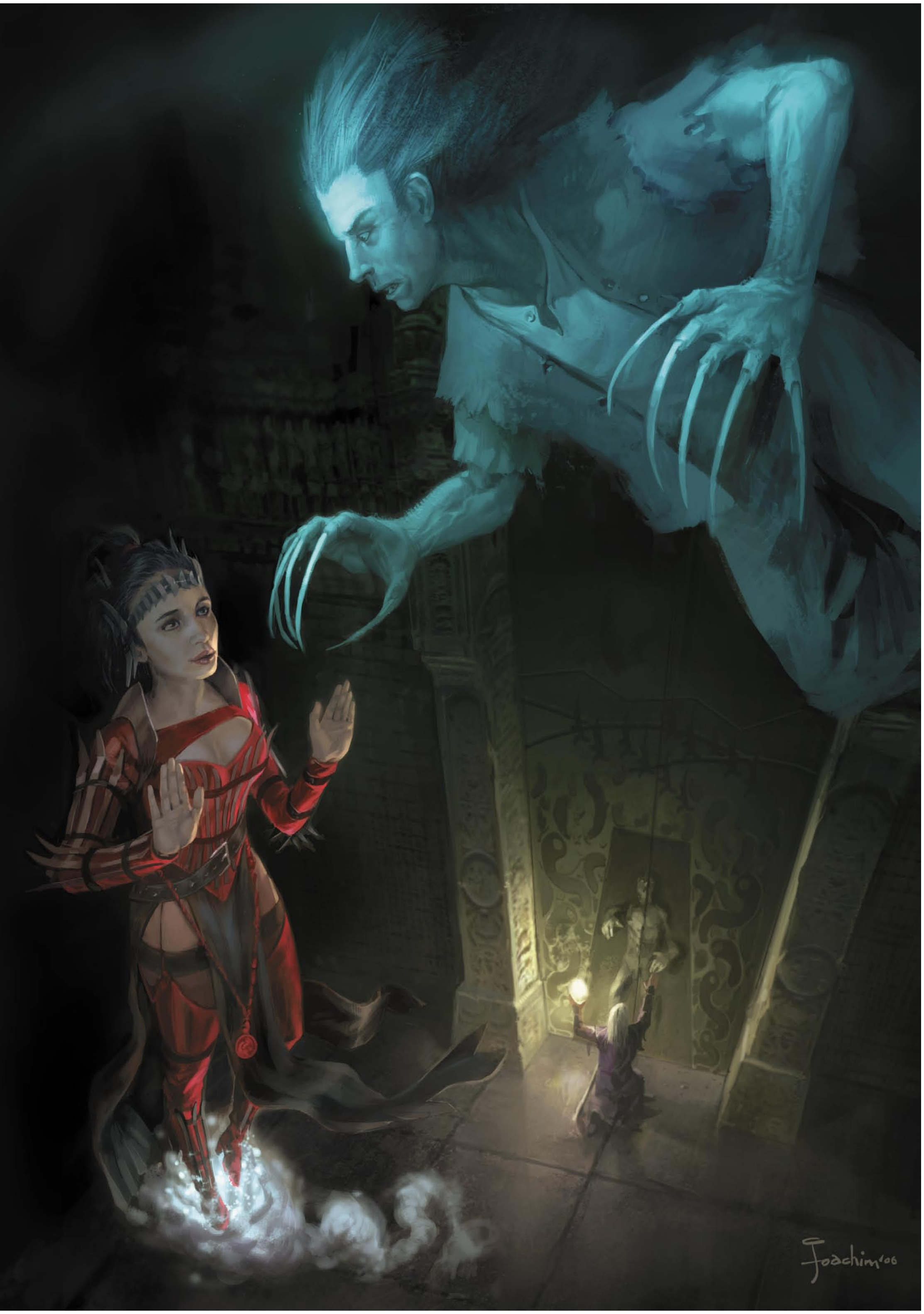

Joachim Barrum

KINGS OF THE RIFT

by Greg A. Vaughn

Dragotha's phylactery lies hidden somewhere in the ruined city of Kongen-Thulnir, a ruin now inhabited by tribes of giants and besieged by an army of dragons desperate to claim the phylactery for their undead master. An Age of Worms Adventure Path scenario for 18th-level characters.

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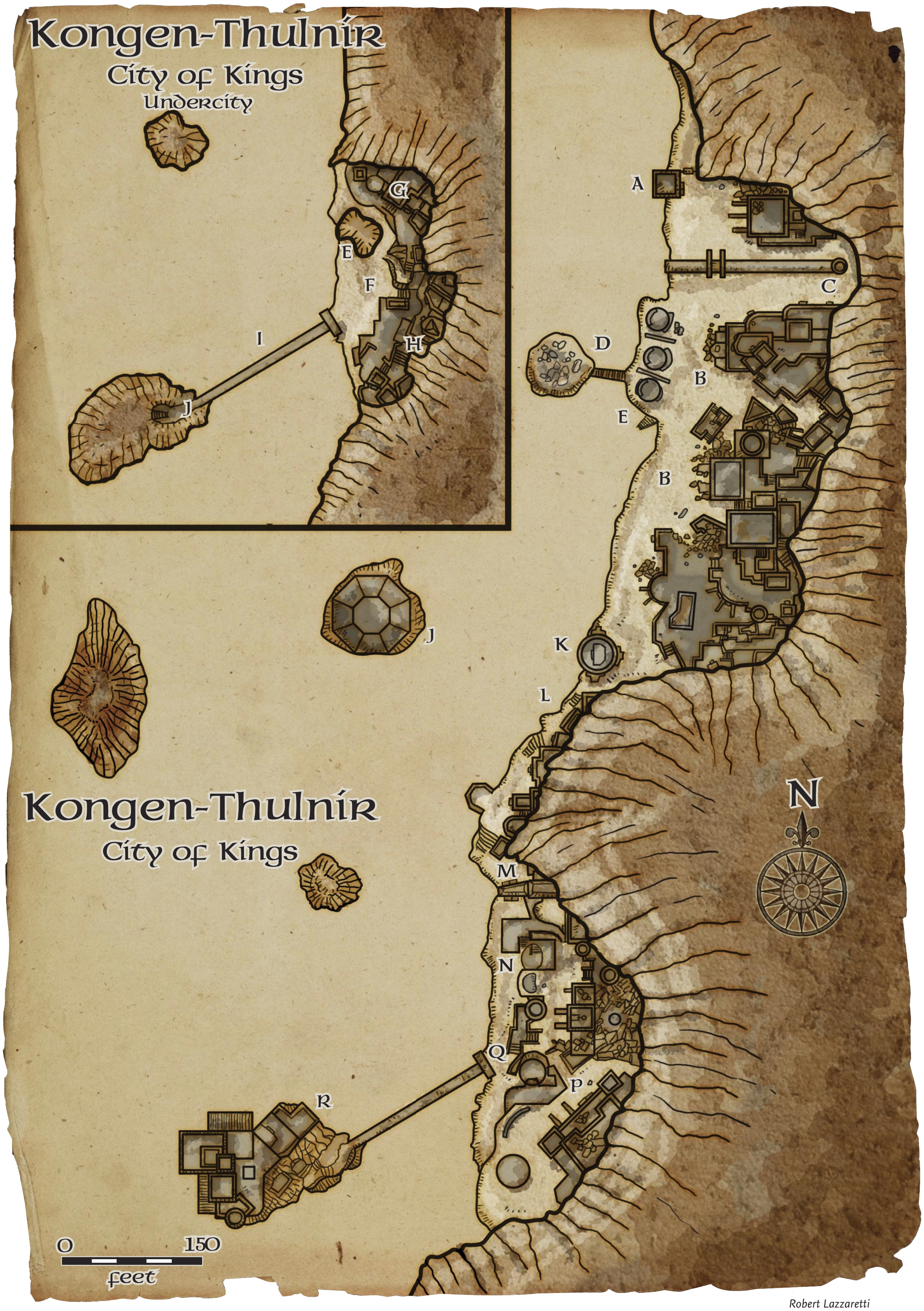
Kongen-Thulnir
City of Kings
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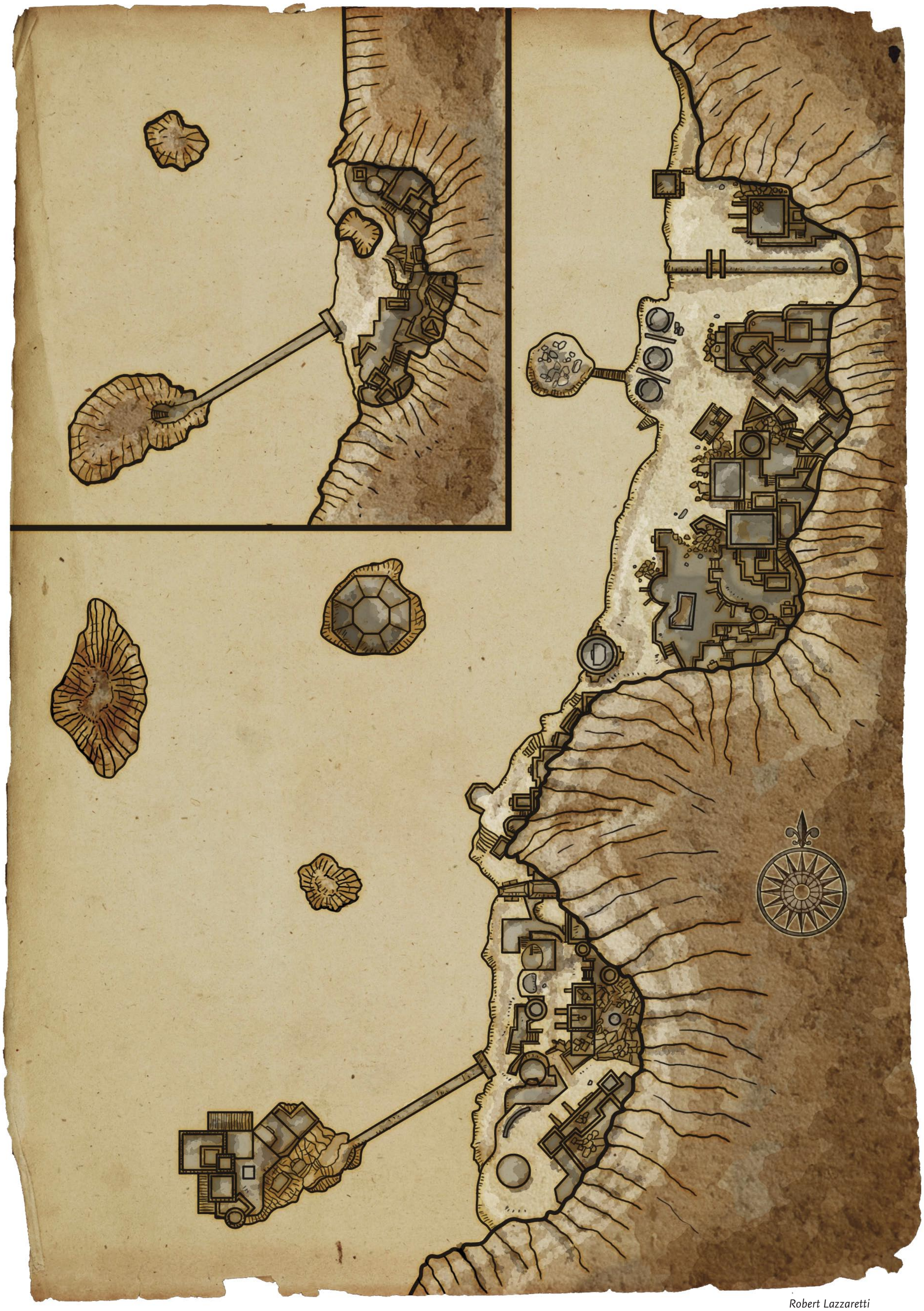
Kongen-Thulnir
City of Kings

Robert Lazzaretti



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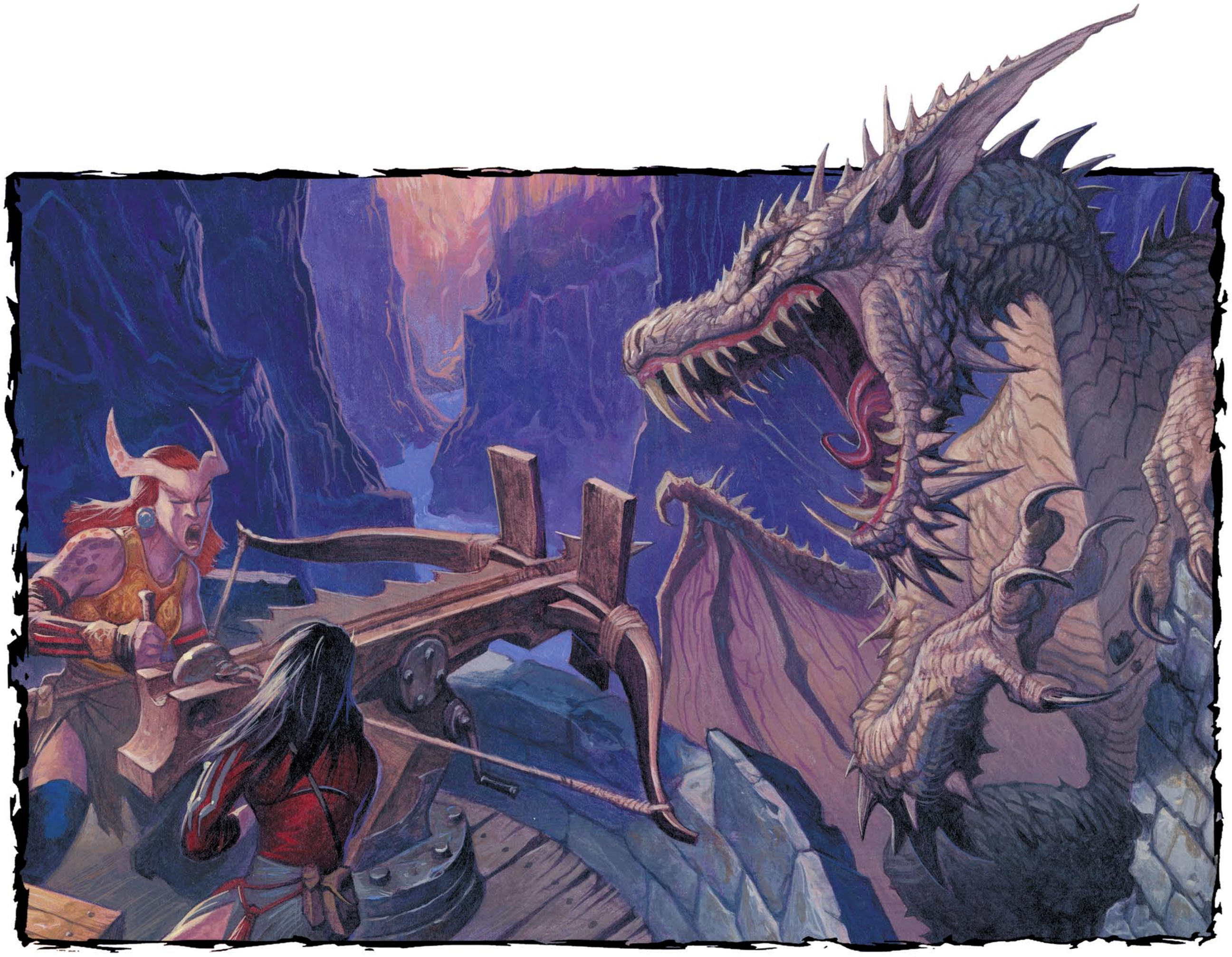

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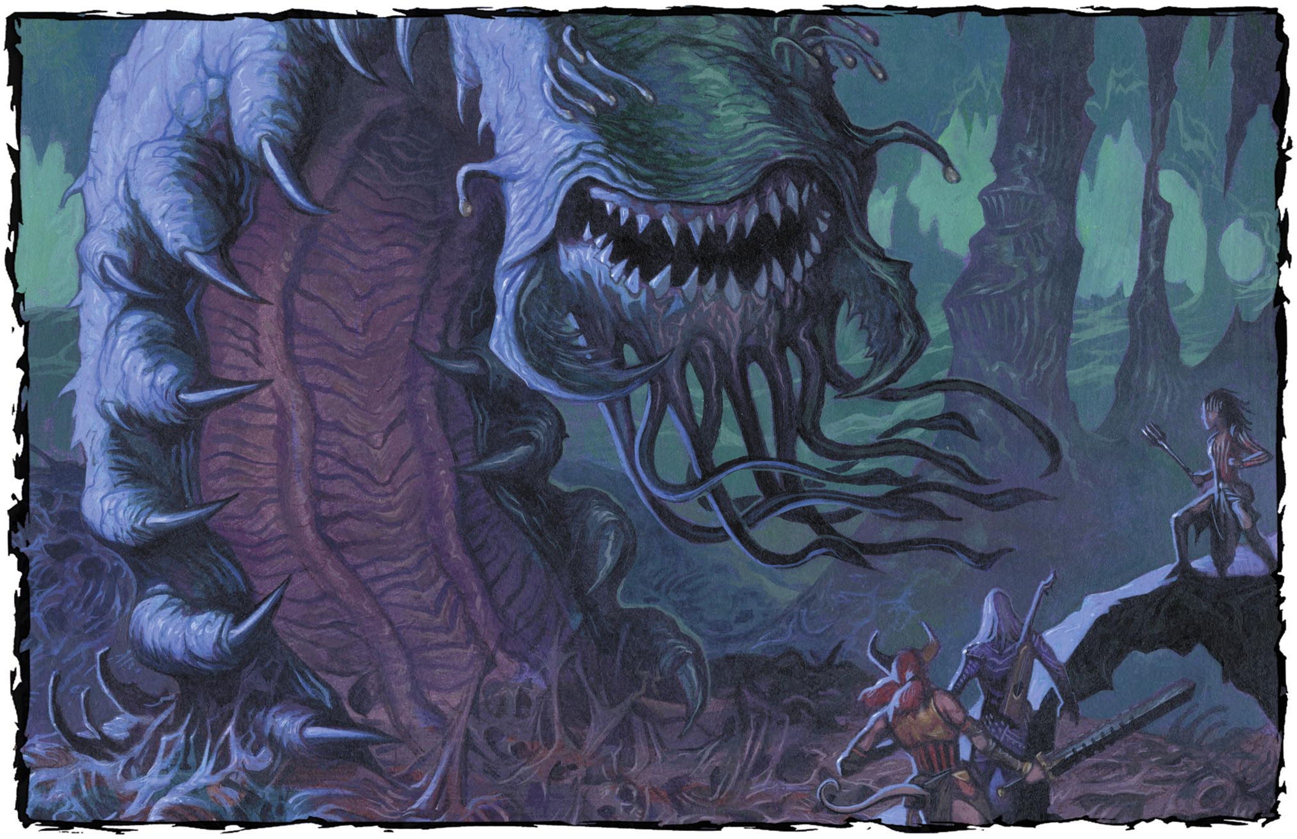

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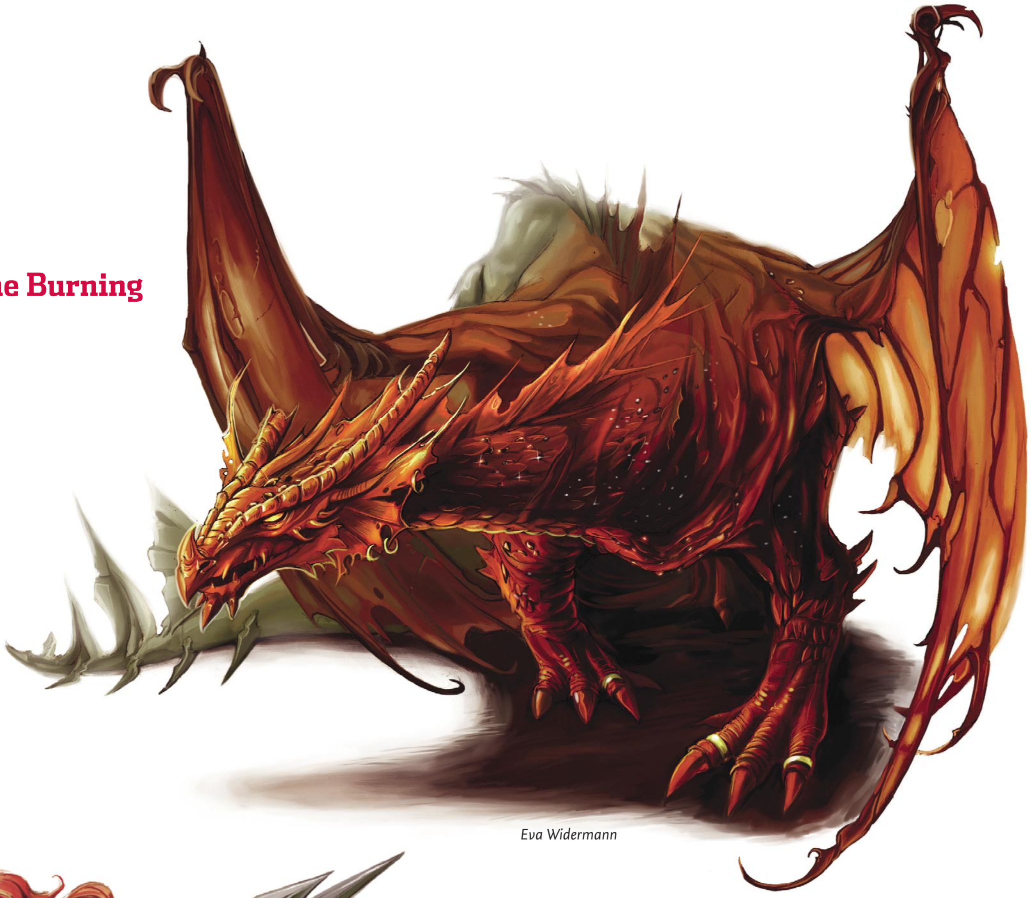
Brazzemal the Burning



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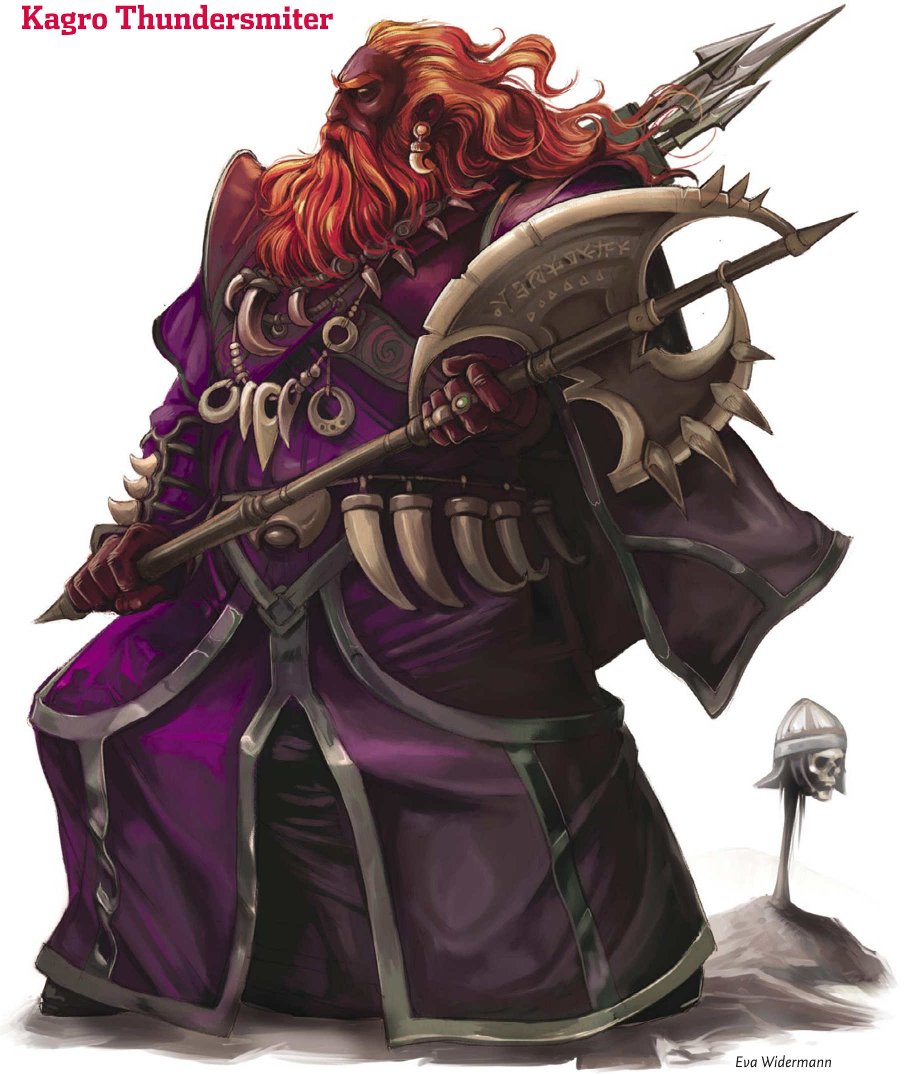
Kagro Thundersmiter



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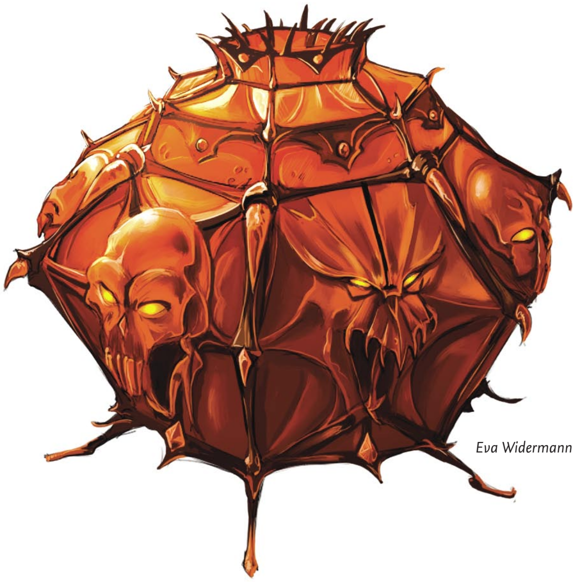
Dragotha's Phylactery



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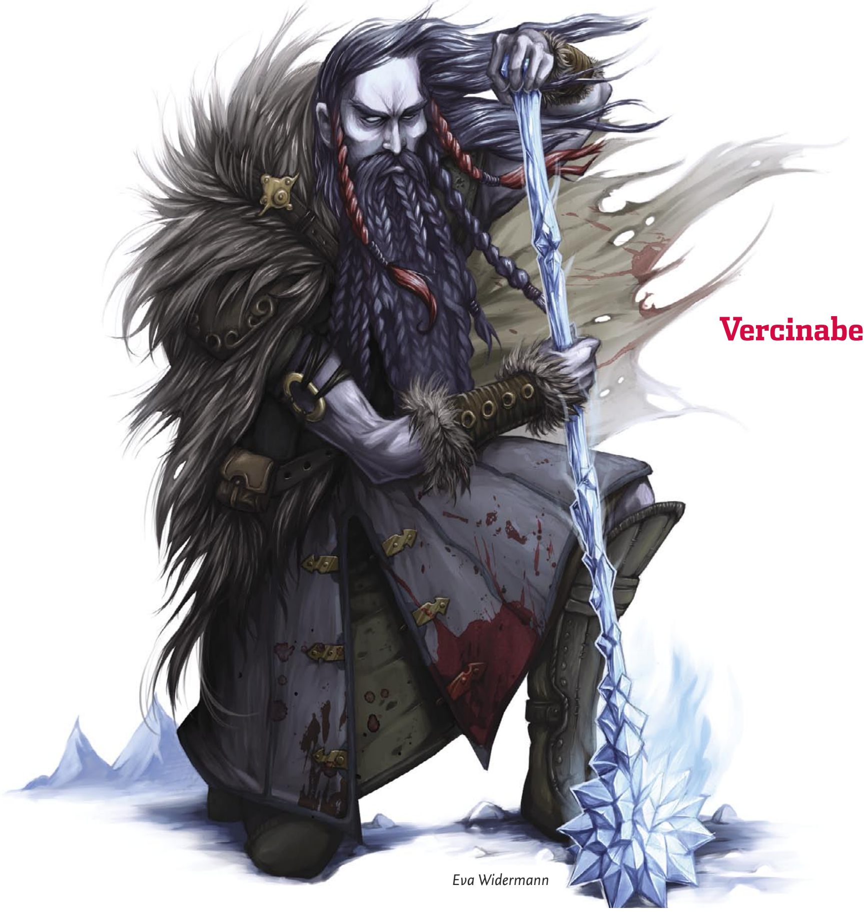

Vercinabex Tor

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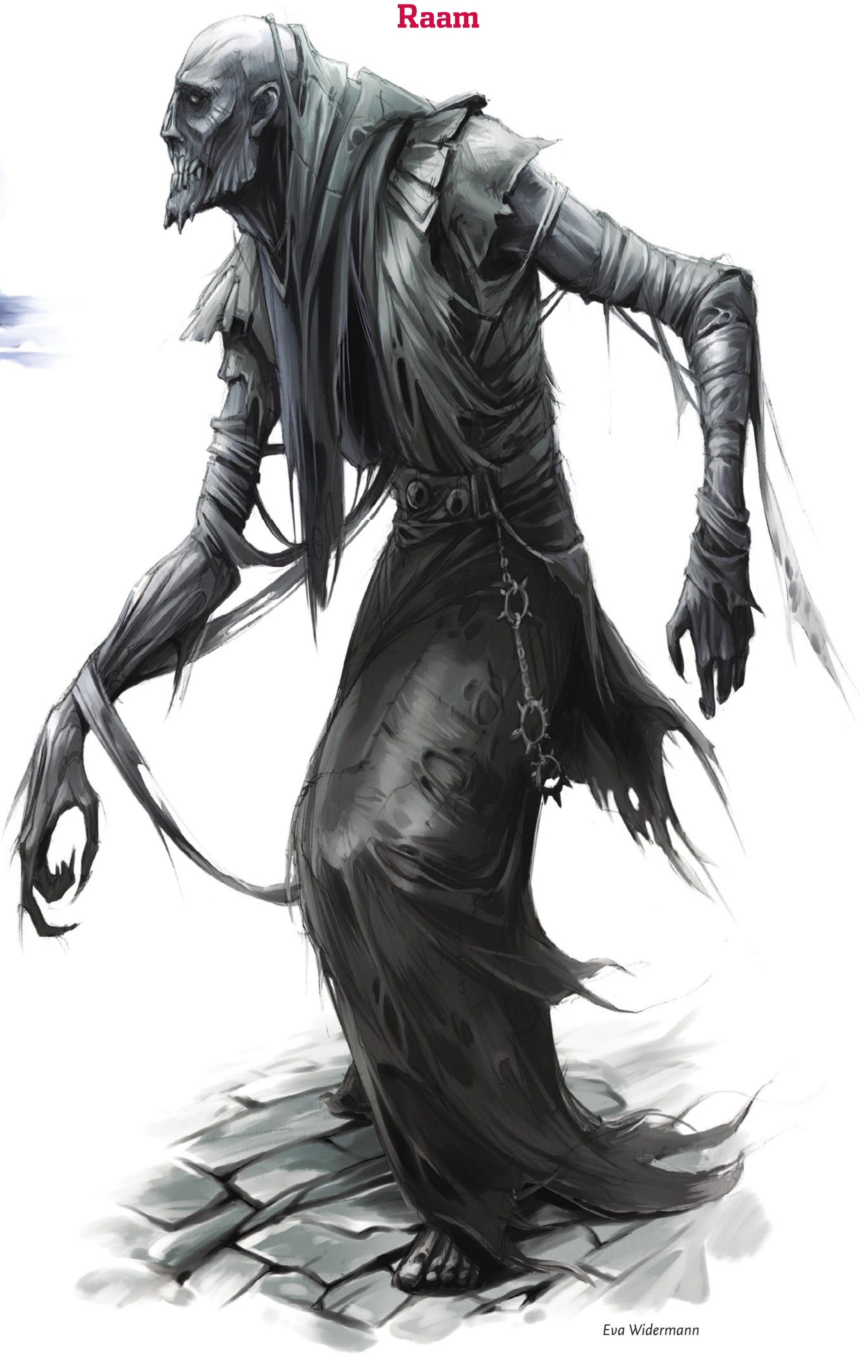
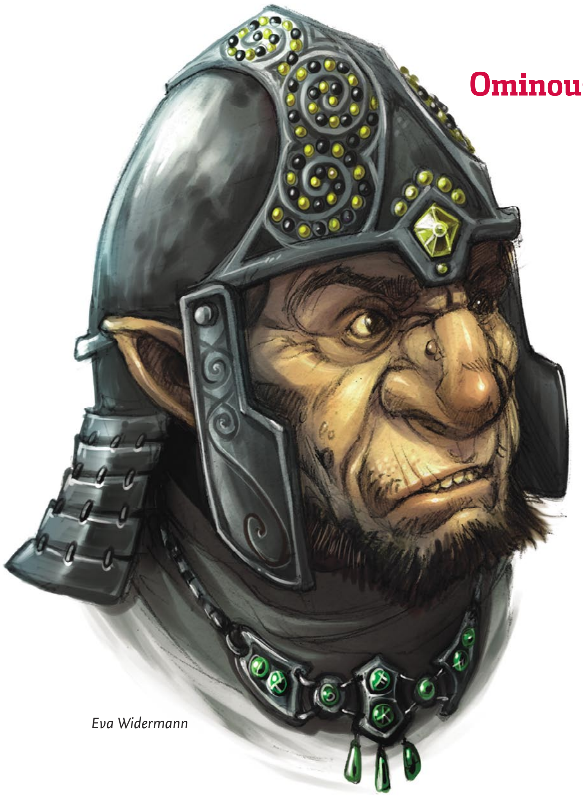


Raam

Eva Widermann



Ominous Fabler

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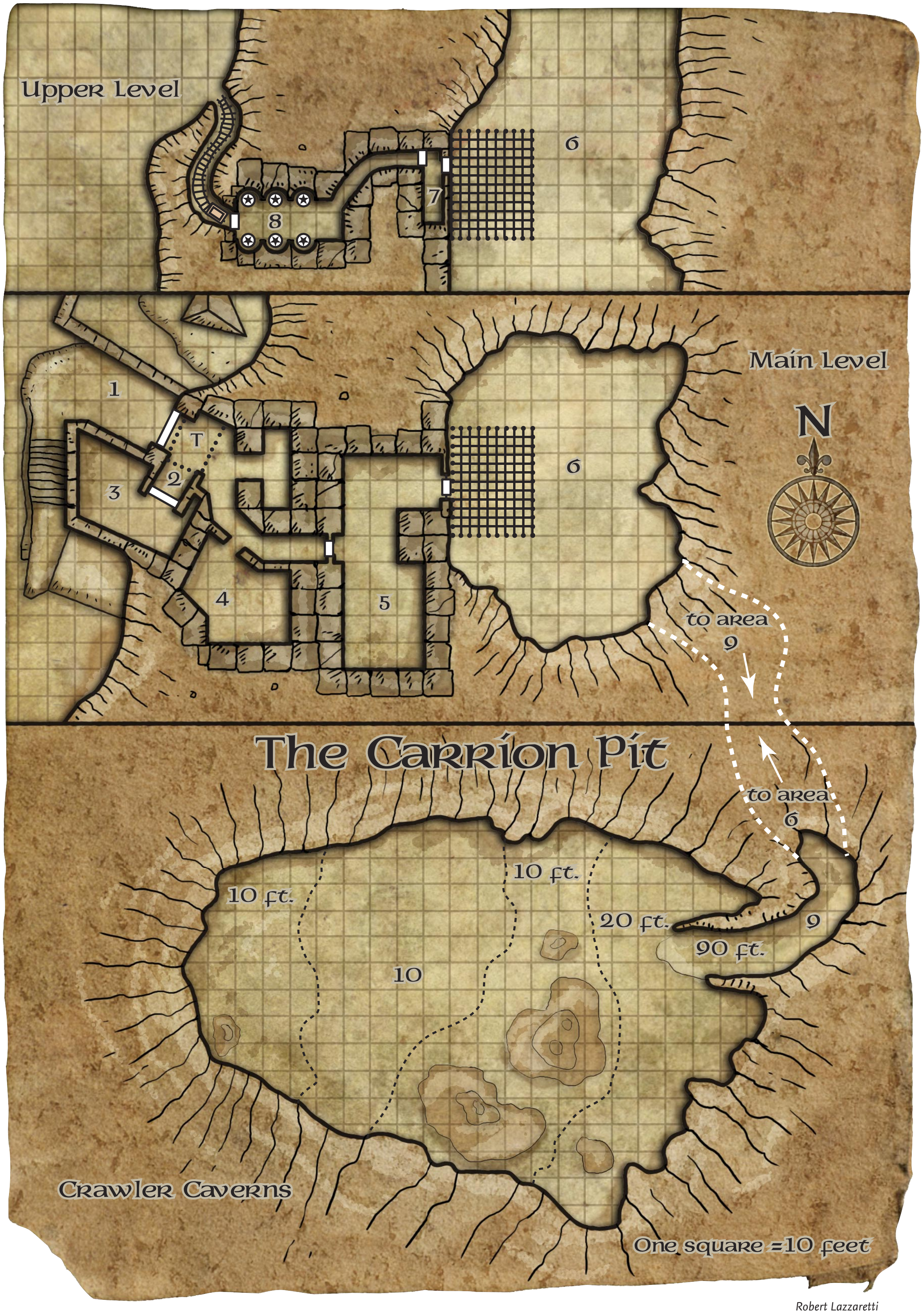
Upper Level
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7
8
Main Level
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1
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2
3
6
4
5
to area 9
The Carrion Pit
to area 6
10 ft.
10 ft.
20 ft.
9
90 ft.
10
Crawler Caverns
One square = 10 feet

Robert Lazzaretti

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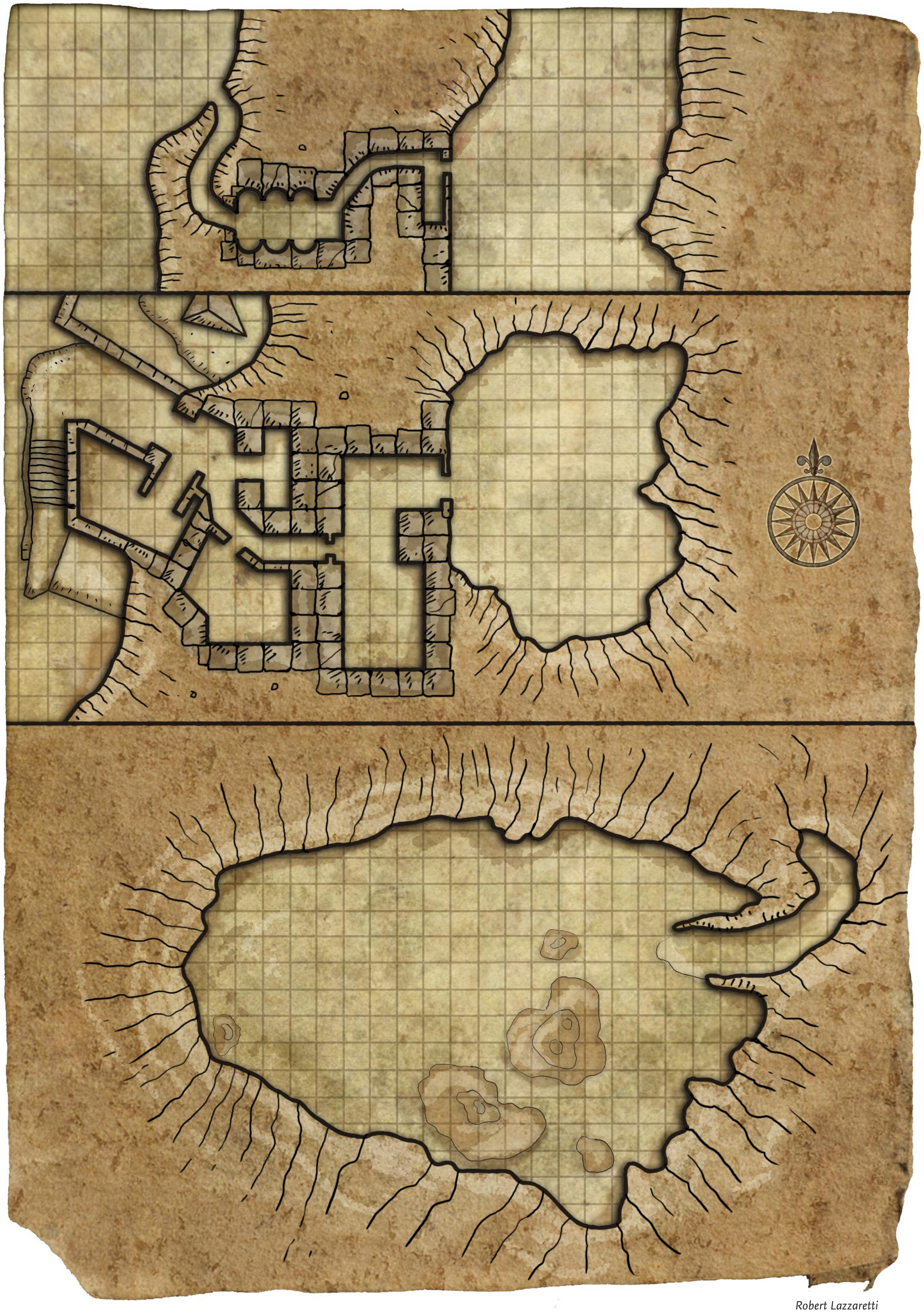

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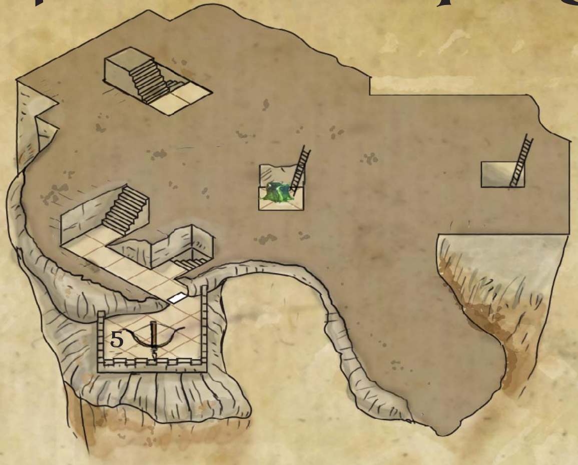
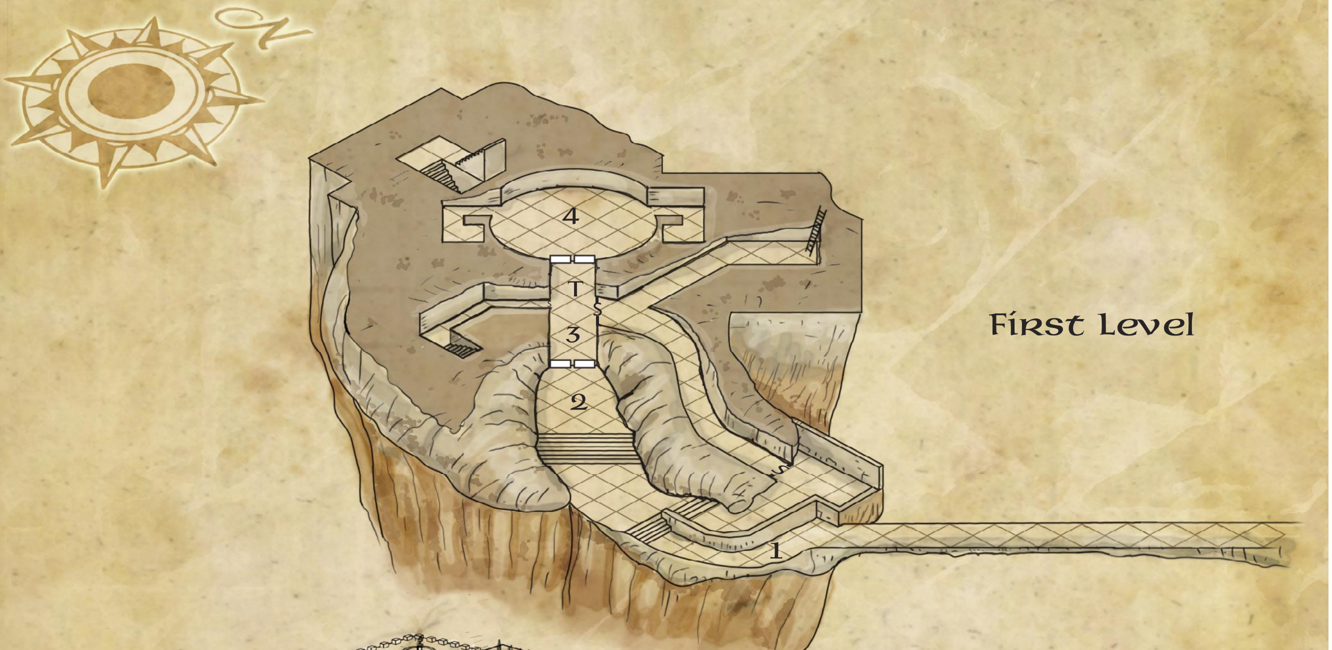
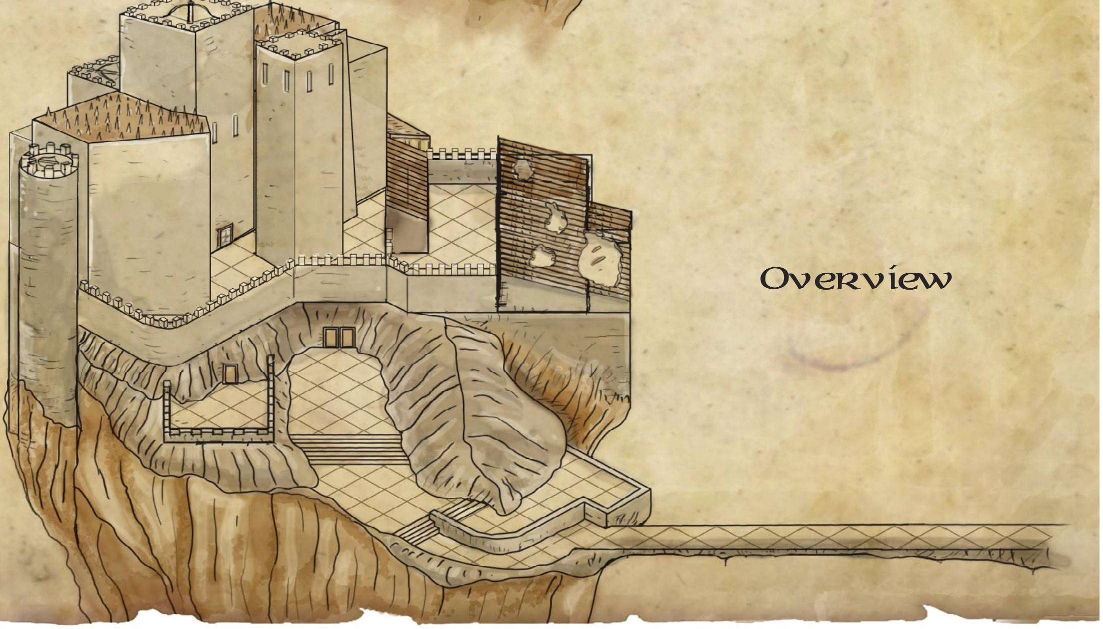
Citadel of the Weeping Dragons



Second Level



First Level



Overview

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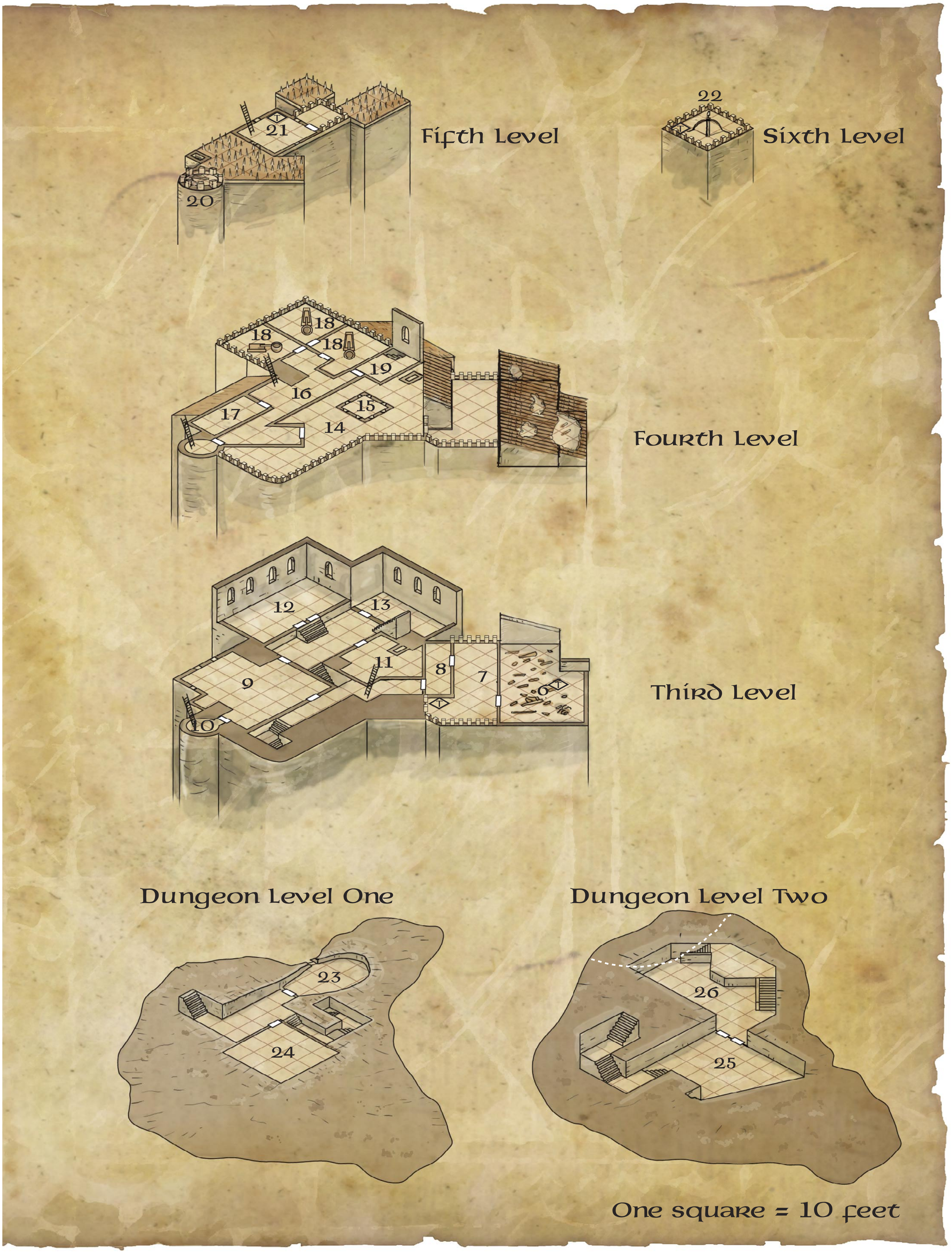
Fifth Level
21
20
22
Sixth Level
18
18
18
19
16
15
17
14
Fourth Level
12
13
11
9
8
7
6
10
Third Level
Dungeon Level One
23
24
Dungeon Level Two
26
25
One square = 10 feet

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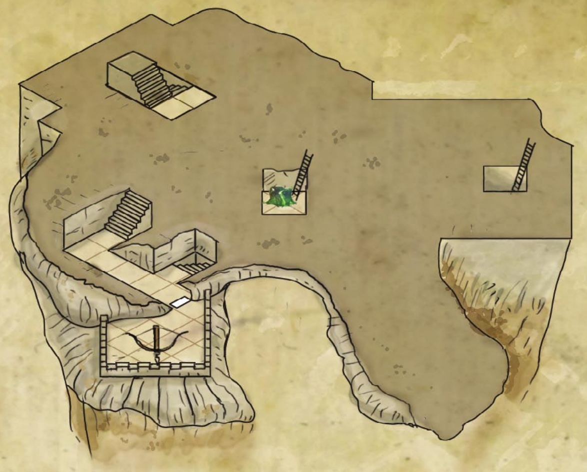

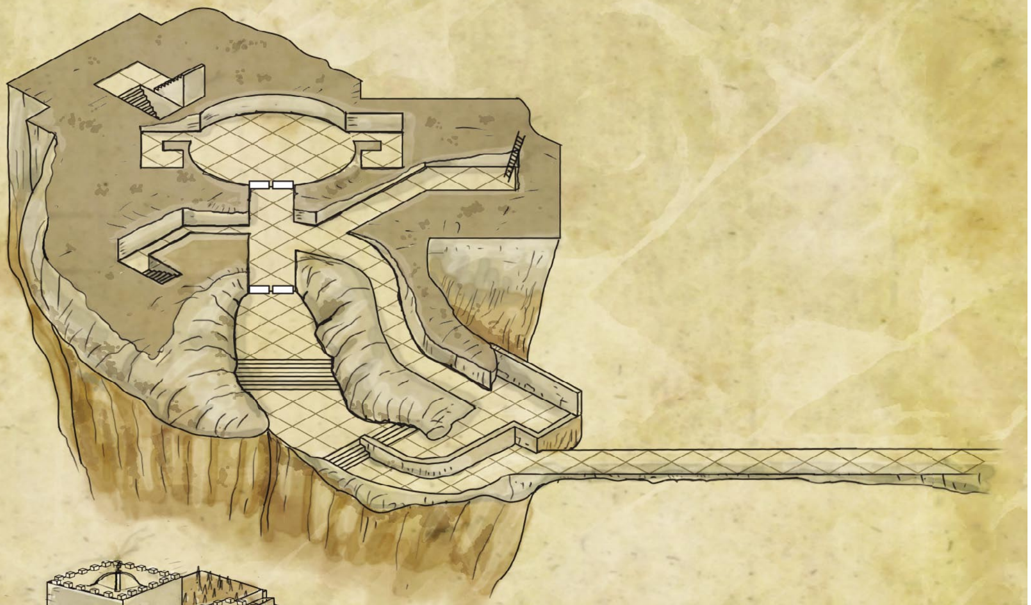

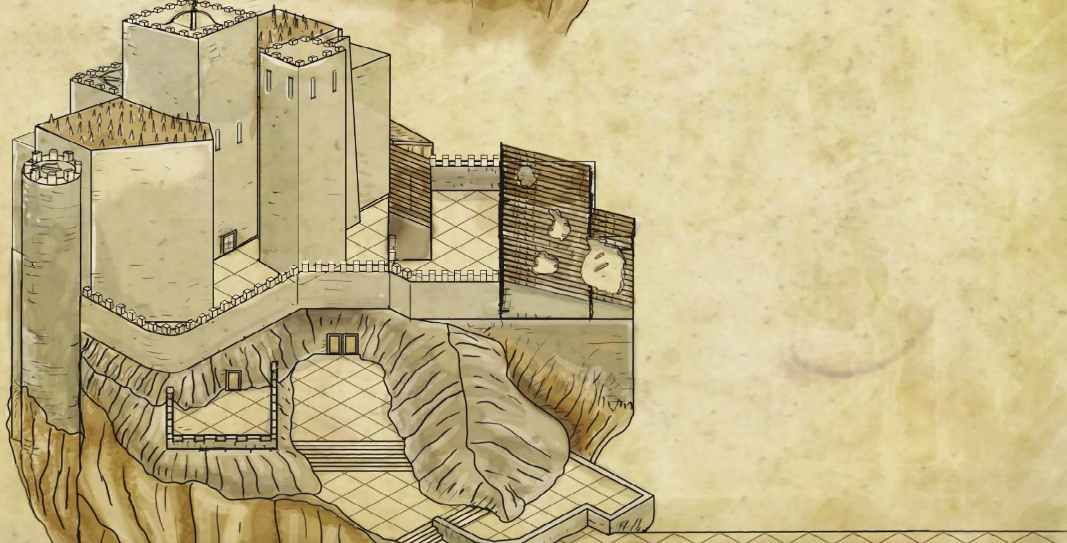

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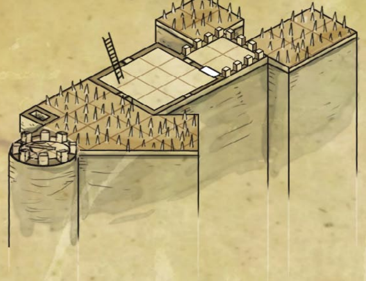
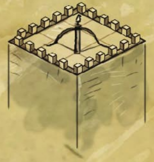
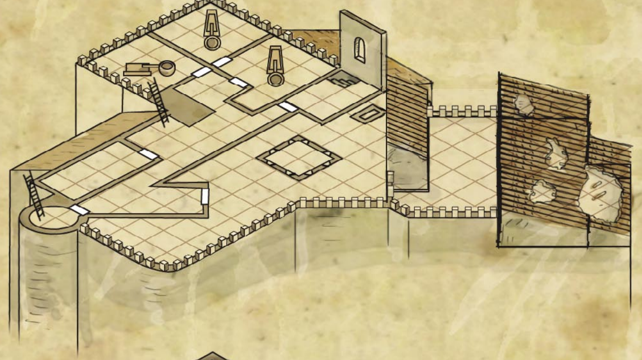
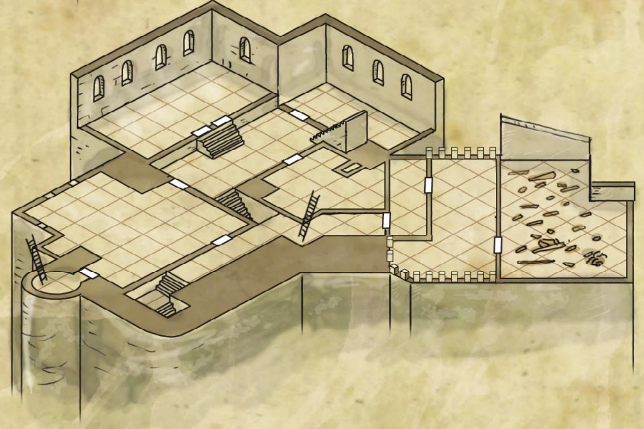
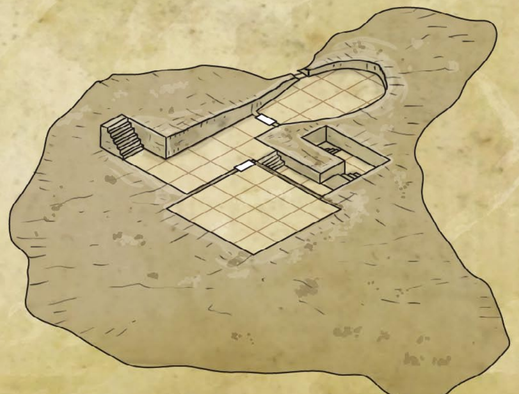
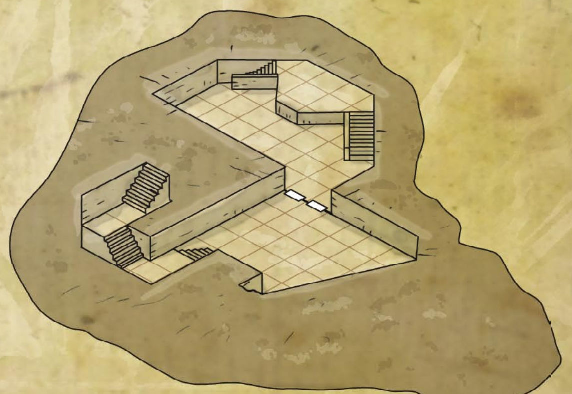












Robert Lazzaretti

Joachim '06

AGE OF WORMS

INTO THE WORMCRAWL FISSURE

After discovering the ancient tombs of a long-dead civilization, becoming the champions of the Free City arena, exploring the ruined ziggurat where a man became a god, and surviving a dragon siege of a city of giants, the time has come for the heroes of the Age of Worms to meet their greatest challenge yet. The undead dragon Dragotha waits for the PCs in the Tabernacle of Worms—can they hope to survive the wrath of one of the oldest dragons in the world?

"Into the Wormcrawl Fissure" is a DUNGEONS & DRAGONS adventure designed for four 19th-level characters. It is also the penultimate chapter of the Age of Worms Adventure Path, a complete campaign consisting of 12 adventures, several "Backdrop" articles to help Dungeon Masters run the series, and a handful of poster maps of key locations. Your PCs should advance to 20th level at some point during this adventure, and will be well along the way to 21st level by the time they confront Dragotha. If your PCs reach 21st level before the end of this adventure, consult pages 206–210 of the *DUNGEON MASTER's Guide* (or the *Epic Level Handbook*) for rules and advice on advancing characters beyond 20th level. For additional aid in running this campaign, check out DRAGON's monthly "Wormfood" articles, a series that helps players survive this campaign. Several of the combats facing the PCs in this adventure are particularly difficult, and they would be well advised to use powerful magic like *greater planar ally* or *gate* to call in support. Issue #343 of DRAGON presents statistics for some extraplanar entities the PCs may wish to

BY JAMES JACOBS
BY JOACHIM BARRUM, STEVE PRESCOTT, AND EVA WIDERMANN
BY ROBERT LAZZARETTI
AGE OF WORMS CALLIGRAPHY BY DARLENE
ADVENTURE PATH | HIGH-LEVEL (13TH–20TH) | TEMPERATE CANYON & DUNGEON CRAWL

call upon to aid them in the Wormcrawl Fissure.

Of course, you can also run "Into the Wormcrawl Fissure," as a stand-alone adventure, or even as part of a campaign of your own design.

Adventure Background

Forty years ago, the talented and powerful (and headstrong and stubborn) wizard Balakarde encountered the spawn of Kyuss for the first time. The resulting battle was grueling, and by the time the spawn lay dead at his feet, the ravenous worms had claimed the life of his adventuring companion and sister, a bright-eyed and vivacious woman named Maralee. Balakarde took his sister's death hard, and fell into a depression that lasted for two years. He emerged changed for the better (or so his friends supposed) and went on to become one of the most powerful wizards of his generation.

Yet Balakarde never forgot the terror and despair of his sister's death. He vowed to do something about it, and when he reached the peak of his powers, he did. Abandoning his responsibilities, his work, and his friends, he dedicated himself to one task—destroying Kyuss. Balakarde hoped to spare others the pain the Wormgod's spawn brought him by eradicating all remaining trace of Kyuss' cult.

He soon realized that there was something larger than scattered cultists afoot. Bit by bit, he uncovered evidence that the cult of Kyuss was very much alive and working to bring about a terrible apocalypse. Balakarde's fears and rage grew, but instead of relying upon others for aid, he grew paranoid and secretive. He trusted only a few, and even to them he gave only hints of what he'd discovered, fearful of just how deeply Kyuss' taint had reached.

It was thus an ironic twist of fate that led Balakarde to Lashonna. In his obsession with Kyuss, he failed to recognize the mark of Kyuss on the woman's soul, and blindly followed her advice and clues into the Wormcrawl Fissure, where Dragotha captured him and tormented him for months. Eventually, the hateful dragon revealed a final depravity to the wizard; he recovered the remains of Maralee's corpse and had transformed her into a Kyuss Knight. It was at the hands of his undead sister that Balakarde breathed his last, and in death his soul shattered.

Sixteen years have passed, and now the Age of Worms draws near. Once again, Lashonna has tricked pawns into entering the Wormcrawl Fissure, yet this time aid from an unexpected source waits within. Balakarde's soul longs for revenge against Dragotha, and the PCs present him with an irresistable opportunity.

Adventure Synopsis

After discovering (and likely destroying) Dragotha's phylactery in the Citadel of Weeping Dragons, the logical next step to prevent the Age of Worms is the confrontation and destruction of Kyuss' herald, the undead dragon himself. It's no secret that Dragotha's current lair is located somewhere in the Wormcrawl Fissure, but once the PCs travel to this dangerous spur of the Rift Canyon, they soon realize that even now they may not be ready to confront the ancient menace.

Fortunately, an unlikely ally waits for them in the Wormcrawl Fissure. Long dead, his soul shattered into three fragments, the tripartite ghost of the archmage Balakarde has lingered here for a decade and a half, awaiting absolution and a chance to finish the job he attempted long ago. One of Balakarde's fragments was captured by an ancient apostle of the Wormgod, an ulgurstasta sorcerer named N'vesh-n'kar. This ghostly fragment, while physically imprisoned, can sense things in the Wormcrawl and contacts the PCs spiritually for aid. Once rescued, it can lead the PCs to the other two: a feral, bestial fragment trapped in a mass of protoplasmic flesh and an artistic fragment accidentally captured by an exiled lillend named Zulshyn. By rescuing these fragments, the PCs can not only learn much about the Age of Worms, but gain potent defenses and weapons to use against Dragotha.

Once all three fragments are recovered, the PCs move on to Dragotha's current lair—the foundation of the Kyuss Cult. This is the Tabernacle of Worms, a deadly temple of the Wormgod's chosen and the place where Kyuss himself has been imprisoned for the last 1,500 years. Upon reaching the Writhing Sanctum within the tabernacle, the PCs finally confront Dragotha only to learn that Kyuss' monolith prison has been transported to Alhaster, and that it was done by none other than Lashonna herself.

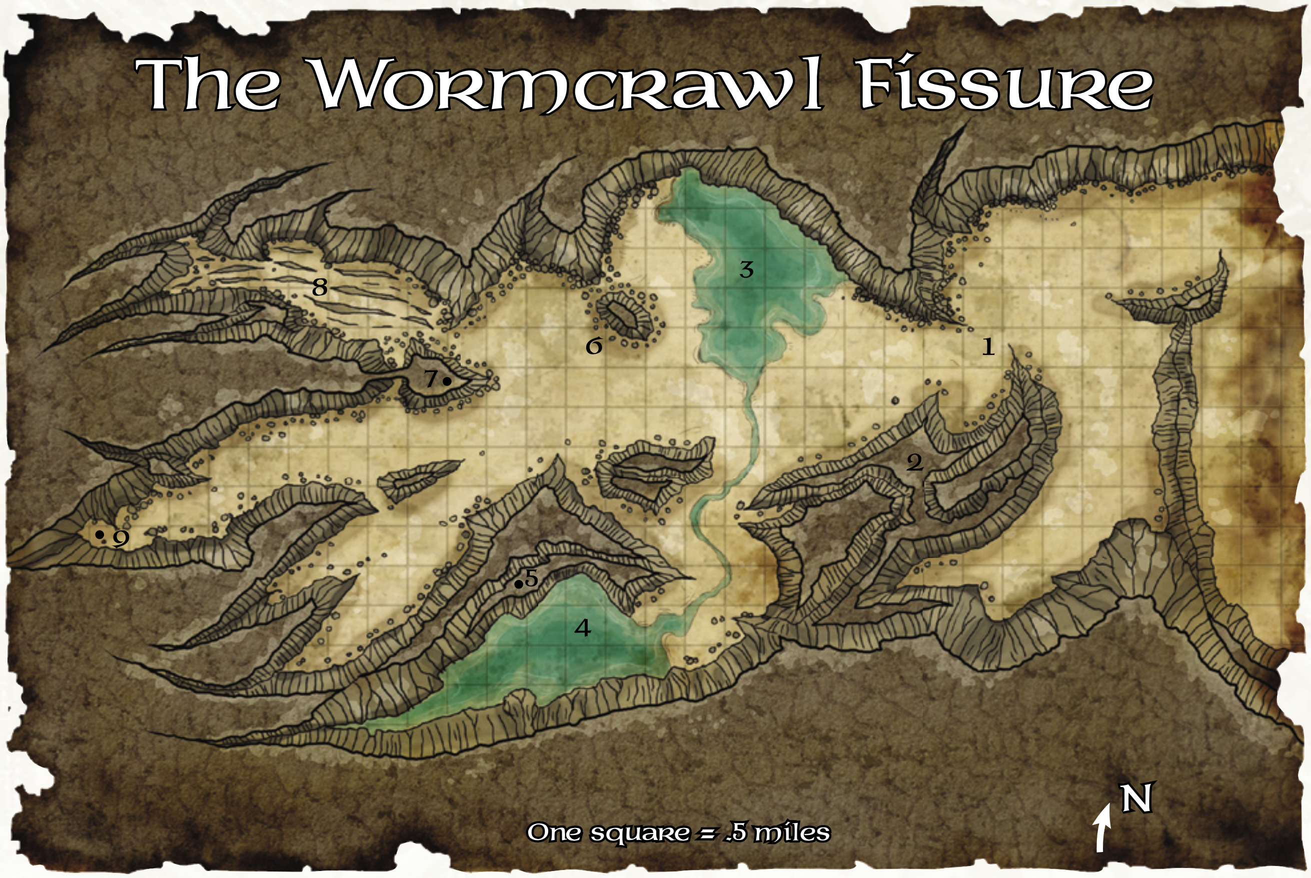
Adventure Hooks

If the PCs are playing this adventure as part of the Age of Worms Adventure Path, they should already know their foe dwells within the Wormcrawl Fissure. If they take too long to travel there, they receive a message from a still-hidden Lashonna urging them on.

If you're playing "Into the Wormcrawl Fissure" on its own, or as part of another campaign, all you need is a reason to send the PCs into the fissure to take on its lord and master. The simplest way to do this is to make Dragotha more outgoing—perhaps he's attacked numerous cities and left them in ruins, and the reeling nation turns to its greatest heroes (the PCs) to destroy the undead dragon before he can burn more communities to the ground. Alternately, you can make Dragotha into more of an oracle; perhaps the PCs need to learn something that only this ancient dragon knows. He remains cruel and evil, and the PCs still need to fight their way through the Tabernacle of Worms to reach him. When they do, they'll need to either be gifted diplomats or bring some healthy bribes to secure his assistance.

PART ONE: THE WORMCRAWL FISSURE

Although the Age of Worms draws near, it's not on a strict schedule. The PCs should have enough time after escaping from Kongen-Thulnir with Dragotha's phylactery (or its remains) to rest, recover, and even craft new magic items or research the Wormcrawl Fissure if they wish. Don't punish the PCs for taking their time, since once they reach the Writhing Tabernacle, the endgame comes quickly and they'll have little or no time for these pursuits before the final chapter.



A particularly deep spur canyon extending from the westernmost reaches of the Rift Canyon, the Wormcrawl Fissure is well known as one of the most mysterious and dangerous regions in the world. Few have braved its depths, but its perimeter is thouroughly documented.

The Wormcrawl can be divided into two distinct zones: the Heights and the Depths. The Heights extend about 300 feet down into the Fissure. The caverns that riddle the walls of this region are infested with tough groups of ruffians and goblinoids, along with numerous vermin and flying monsters. The worst of this bunch are the derro of the Razorwind tribe, a group of bandits who ride highly-trained wyverns.

The Wormcrawl Depths are often shrouded in a thick mist that blocks the cleansing light of the sun, creating a perfect place for the undead spawn of Kyuss to fester and grow. The deepest point is said to be a mile below sea level, and the caverns that branch off from the cliffs doubtless go even deeper. Numerous undead menaces dwell here, including many types of spawn of Kyuss, nightcrawlers, and worse.

Divination spells can reveal the information given above as well, particularly spells like *vision* or *legend lore*. *Find the path* is perhaps the best spell to lead the PCs to the Tabernacle of Worms, although if the PCs simply follow this spell to Dragotha's lair without stopping along the way to gather Balakarde's spiritual fragments, they'll likely find themselves in over their heads. Try to use the results of spells like *divination*, *commune*, and *contact other plane* to gently nudge the PCs along the path of seeking out Balakarde if you have the chance. Balakarde cannot be resurrected as long as his spirit remains fractured, nor can he be located with *discern location* (since Balakarde as a single entity doesn't currently exist).

Features of the Fissure

The Wormcrawl Fissure extends several miles west of the Rift Canyon. At its eastern end, the Fissure's depth is a relatively shallow 1,500 feet. As one travels west, the canyon's depth increases, sinking more than a mile at its deepest points. Mists and clouds constantly obscure the floor of the canyon below 1,000 feet. As a result, the Wormcrawl appears to be of a uniform depth when viewed from the canyon edge.

As one descends into the canyon, multiple layers of cloud and fog banks obscure the sky. The canyon floor at noon is never brighter than twilight elsewhere in the world, making for a gloomy overcast realm on even the brightest of days. The ground is barren and rocky, dotted in places by thick copses of strange fungoid plant life adapted to the near-lightless environs. Cliffs, steep slopes, and other difficult terrain are common as one travels west. On a tactical scale, movement over the ground is unimpeded except for relatively small patches of difficult terrain. Overland movement along the Fissure's bed is treated as trackless hills, reducing movement rates by half. The cliffs themselves are thousands of feet of near-vertical terrain, but handholds and ledges are numerous. They can be scaled with a DC 20 Climb check, with a failure of

5 or more indicating a fall of 1d10×10 feet. Each time a 10 is rolled, roll an additional 1d10×10 feet to determine additional distance fallen, to the maximum depth of the current position on the canyon floor.

Wormcrawl Encounter Areas

The PCs can explore the Wormcrawl Fissure as much or as little as they wish, but this adventure assumes that they spend the most time in four specific locations. Other places of note are detailed roughly here—you can use the Apostle Caves, the Exile's Tower, and Thessalar's Keep as templates for developing other areas.

1. Entrance to the Wormcrawl Depths

It's unlikely that a high-level party lacks flight or other magical means of travel, but those who do find that the easiest entrance to the Wormcrawl is via the Rift Canyon floor. A steep downward slope that falls away into mist marks the entrance to the Wormcrawl depths. Even the nature of the ground and cliff walls seems to change as one travels westward; the walls become encrusted with strange fungus, and the ground feels spongy to the touch. The more superstitious of the Rift Canyon bandits have erected numerous effigies and warnings along the rim of this slope—skeletons tied to wooden frames and wrapped with fake worms made of leather or wood. These warnings have no other features, but should serve to set the PCs on edge.

2. Brazzemal's Aerie

The floor of the Wormcrawl Fissure buckles in this region, forming two upthrust mesas connected by a network of lower ledges and ridges. The area is riddled with caverns, many of which serve as the home of bickering tribes of kobolds who have learned to avoid interacting with anything that might come up from the depths below. The true lord of this region was the red dragon Brazzemal, whom the kobolds served as minions and toadies. At Dragotha's command, Brazzemal led a flight of dragons on a strike against the ruined city of Kongen-Thulnir in an attempt to reclaim the dracolich's phylactery (these events are covered in "The Kings of the Rift" in *DUNGEON* #133). Brazzemal is likey dead by now, but his lair and horde are unlikely to be unguarded.

3. Northern Lake

Nearly three dozen waterfalls cascade down this cliffside, emptying from subterranean rivers at various heights into a large dark lake. The lake itself is nameless and relatively shallow, being little more than fifty feet deep at its deepest point and rarely going deeper than five feet for the majority of its expanse. The water here is relatively potable, if a bit brackish.

The lake waters empty into a swiftly flowing river to the south. Like the lake, the waters of the 200-foot-wide river are relatively shallow (never reaching a depth of more than 10 feet), but are quite dangerous in places. There is no truly safe place to cross the river on foot—creatures who wish to do so generally cross by wading through the lake several hundred feet north of the river's source.

4. Southern Lake

The river empties into this large, still lake. Unlike its northern counterpart, this nameless lake is incredibly deep, with depths reaching as far as two miles into the Underdark below. The lake eventually connects to a hidden Underdark sea via numerous underwater channels. Its surface is placid and still, yet for all its peace and serenity, these waters are dangerous, as they have had all the time in the world to absorb the ambient taint and wretchedness that suffuses the stones of the Wormcrawl. The water is bitter and foul as a result, and creatures that drink of it are exposed to blinding sickness (*DUNGEON MASTER'S Guide* 292). No animals dwell within the near-freezing depths of this lake, although its deepest recesses hide something enormous and sinister—now and then, a glimpse of this unknown lake monster manifests in the form of mysterious ripples along the otherwise mirror-calm surface.

5. The Exile's Tower

Overlooking the tainted lake from a ledge nearly 500 feet above its surface is a curious tower shaped like a jutting claw. This is the lair of the exiled lillend Zulshyn, (see Part Three).

6. Chimera Spire

This towering spire of granite juts up from the canyon bed to a height of nearly 3,000 feet, piercing the mists above and making it the only feature of the Depths that is regularly visible from the Heights above. The upper 2,000 feet of this spire is composed of jagged spurs of rock that serve as nests for vultures and other scavenging birds. The lower 1,000 feet spread out to a tangled pile of rugged tors riddled with caverns. Great flocks of Kyuss chimeras (see area **9**) roost here.

7. Thessalar's Fortress

The squat fortress built upon this 2,000-foot-tall mesa is the current lair of the lich Thessalar. This location is detailed in Part Four.

8. Earthcancer Gorge

This section of the Wormcrawl Fissure falls away into a treacherous maze of smaller chasms and rifts. The site of Kyuss' investigations into the nature of undeath and verminous life, Earthcancer Gorge is detailed in Part Two.

9. Kyuss' Maw (EL 19)

The deepest point of the Wormcrawl Fissure is also the gateway to Kyuss' greatest temple—the Tabernacle of Worms. At this mist-shrouded point 6,200 feet below the sunlit world, a vast cave entrance yawns. Beyond, a fungus-lined tunnel coils even deeper into the bowels of the earth, finally opening into the vast underground cavern that holds the Tabernacle of Worms. This area is detailed in Part Five.

Creature: The cave entrance is far from unguarded. Four immense undead chimeras, each infested with Kyuss worms, stand vigil on ledges overlooking this cave entrance. They swoop down to attack anything they don't recognize as a worshiper of Kyuss unless the intruders are escorted by avolakias or Dragotha himself.

KYUSS CHIMERAS (4) CR 15

Advanced favored spawn of Kyuss chimera

CE Huge undead

Monster Manual 34, DRAGON #336

Init +2; **Senses** darkvision 60 ft., low-light vision, scent; Listen +18, Spot +18

Aura fear (40-ft. radius, DC 16)

Languages Draconic

AC 26, touch 10, flat-footed 24

hp 175 (27 HD); fast healing 5; **DR** 10/silver

Immune undead traits

Fort +15, **Ref** +10, **Will** +11

Spd 30 ft., fly 50 ft. (poor)

Melee bite +39 (4d6+14/19–20 plus create spawn plus Kyuss' gift) and bite +39 (3d6+7/19–20 plus Kyuss' gift) and gore +39 (3d6+7 plus Kyuss' gift) and 2 claws +37 (2d6+7 plus Kyuss' gift)

Ranged worm +27 touch (create spawn)

Space 15 ft.; **Reach** 10 ft.

Base Atk +27; **Grp** +49

Special Atk breath weapon (20-ft. cone, 3d8 fire damage, Reflex DC 23 half), noxious breath

Abilities Str 39, Dex 14, Con —, Int 6, Wis 12, Cha 14

SQ +3 turn resistance

Feats Alertness, Hover, Improved Critical (bite), Improved Natural Armor (4), Improved Natural Weapon (bite), Iron Will, Multiattack

Skills Hide –6 (–2 in scrubland or brush), Listen +18, Spot +18

Create Spawn (Su) Once per round as a free action, a Kyuss chimera can transfer a Kyuss worm to an opponent whenever it hits with a natural attack. Alternately, it may do so as a melee touch attack or ranged touch attack, hurling a worm at a foe up to 10 feet away. Each worm is a Fine vermin with AC 10 and 1 hit point that can be killed by damage or the touch of silver. On the Kyuss chimera's next action, the worm burrows into its host's flesh. A creature with a natural armor bonus of +5 or better is immune to this burrowing effect. The worm deals 1 point of damage per round for 1d4+1 rounds, during which time *remove curse* or *remove disease* destroys it and a *dispel evil* or *neutralize poison* delays its progress for 10d6 minutes. A successful DC 20 Heal check can extract and kill it. Once the worm reaches the brain, it deals 1d2 points of Intelligence damage per round until it either is killed or slays its host (death occurs at 0 Intelligence). A Small, Medium, or Large creature slain by a worm rises as a spawn of Kyuss (not a favored spawn) in 1d6+4 rounds; smaller creatures simply putrefy while larger creatures become zombies. The spawn of Kyuss is detailed on page 186 of *Monster Manual II*.

Fear Aura (Su) A Kyuss chimera radiates a fear effect that duplicates the effects of the *fear* spell (caster level 7th, Will save DC 16), except that it affects all creatures within a 40-foot radius. A creature that makes the saving throw to resist this effect is immune to the aura for 24 hours.

Foul Embrace (Su) By pressing one of its faces against a helpless victim, a Kyuss chimera can infest the victim with 2d6 Kyuss worms. This ability is treated as its create spawn ability, save that a victim slain by this infestation rises as a favored spawn of Kyuss.

Kyuss' Gift (Su) A creature hit by any of a Kyuss chimera's natural attacks must make a DC 12 Fortitude save or contract this supernatural disease. The incubation period is 1 day, and the disease deals 1d6 points of Constitution damage and 1d4 points of Wisdom damage. These effects manifest as rotting flesh and dementia, and an affected creature gets only half the benefits of natural and magical healing.

Noxious Breath (Su) Once every 1d4 rounds, the Kyuss chimera can exhale a 15-foot-long cone of nauseating vapor. Creatures in this area must make a DC 25 Fortitude save or be nauseated for 1d4 rounds.

PART TWO: EARTHCANCER GORGE

As the PCs approach the western end of the Wormcrawl Fissure, select one of them to be Balakarde's contact. Ideally, this PC should be one who, in previous adventures, was instrumental in dealing with Alastor Land, has been exposed to (and survived) Kyuss worm infection, or has been interested in tracking down Balakarde's fate. The ghostly fragment of Balakarde's intellect senses this character from its prison in Earthcancer Gorge and realizes that he poses his best chance at escape into the afterlife.

When the PCs arrive at the Wormcrawl Fissure, the ghost attempts to contact that PC with an effect similar to that of a *demand* spell. Balakarde's contact is rushed and fearful—unlike the spell itself, Balakarde cannot issue a detailed message. Instead, the character receives a sudden rush of images. The first is of a mist-shrouded gorge, the floor a maze of rifts and pits in which immense vermin squirm. The second is of a towering worm, its head a tangle of eyes and its pale body shrouded in a haze of writhing filaments. As this immense worm lunges forth to consume the PC, this vision fades to be replaced by a third, that of a stately-looking man dressed in an explorer's outfit. He sports a distinctive high beard and moustache, and suddenly his expression becomes one of abject horror as his flesh rots away and a storm of green worms consumes him from within. As this final vision fades, the PC should make a DC 28 Will save. Failure indicates the PC's mind reels under the horror and he suffers 2d6 points of Wisdom damage.

In any event, once the vision is over, that PC feels a strange "tugging" in the direction of Earthcancer Gorge, an instinctual urge to seek something out in this part of the Fissure. If ignored, the PC receives a similar set of visions that evening and every evening thereafter in the form of a nightmare; he must make a new DC 28 Will save each night to avoid suffering 2d6 points of Wisdom damage; if he takes this damage, he wakens fatigued, as if he had not slept at all. This haunting can be exorcised with a *dispel law* spell or any similar effect.

A DC 25 bardic knowledge or Knowledge (local) check is enough to identify the man in the vision as Balakarde.

The simplest way to handle the haunting is to follow its lure; doing so brings the PCs to Earthcancer Gorge. This section of the Wormcrawl Fissure is rife with caverns; the lure itself brings the PCs to one large rift that extends into the side of the cliffs, almost like a cave. These are known as the Apostle Caves.

The Apostle Caves (EL 23)

Ages ago, when Kyuss created the first of the wormlike undead known as ulgurstastas, he hoped simply to create an undead "factory" of sorts—a creature capable of quickly generating large numbers of animated skeletons. When it became obvious that the ulgurstastas retained a fraction of the intelligence of the bodies they consumed and transformed, Kyuss realized he had created a much more valuable tool. As the ulgurstastas grew in intellect, they became advisors and commanders in his armies. Eventually, the minds of the first became so great that they assumed the roles of oracles and historians for the cult. Very few of these original ulgurstastas survive today, but perhaps the greatest of them is the sorcerer N'vesh-n'kar.

An ancient, evolved ulgurstasta, N'vesh-n'kar spent the past several centuries in these caverns, known now to the cult as the Apostle Caves. The avolakia of Kyuss often come to speak to N'vesh-n'kar when they seek advice on the creation of undead minions, or to discuss the philosophies of death and vermin. N'vesh-n'kar has little patience for the living, but makes an exception for the avolakia. Even they must use *sending* spells to contact the ancient sorcerer, so he can take the time to deactivate the deathtraps and guardians he has gathered to protect his home.

Over the centuries, N'vesh-n'kar has gathered numerous treasures (many of which are offerings from the avolakias). His most recent prize is a plain-looking leather beltpouch. In reality, this is a minor artifact known as an *everfull purse*, and trapped inside it is a fragment of its creator's spirit. The nature of incoporeality had long baffled N'vesh-n'kar, and his lengthy discussions with, and tortuous explorations of, Balakarde's spirit have kept the immense worm entertained for nearly two decades.

Although these caves consist of several areas, the entire region is effectively one encounter, since the denizens within quickly mobilize once they realize their lair is under attack. While N'vesh-n'kar lurks in area **8** of the caves, he's laid several traps to aid in their defense. In addition, several permanent *alarms* ward the entrance to the Apostle Caves; if any living creature enters, a mental *alarm* alerts the ulgurstasta immediately.

N'vesh-n'kar casts *hallucinatory terrain* every day to disguise the central gorge (area **1**) of the cave to make it appear to be solid ground. A creature that attempts to walk into the caves can avoid falling into the gorge with a DC 25 Reflex save; once he does, he can make a DC 25 Will save to see through the illusion. Both the central gorge and the abattoir (area **5**, where N'vesh-n'kar disposes of failed experiments) are 100-foot-deep rifts filled with a tangle of sharp broken bones. A fall into either inflicts 1d6 points of damage.

The ceiling throughout the caverns is about 40 feet high.

Creatures: Apart from the ulgurstasta sorcerer, a number of undead monsters dwell in these caves. Area **2** is the nest of a group of six earthcancer centipedes, and areas **5** and **6** are both lairs for a single mindkiller scorpion. These creatures are nearly mindless, but N'vesh-n'kar can command them via their obey the wormtouched special quality. As soon as one group of undead vermin attacks, the others quickly move to support the defense of the caves.

N'VESH-N'KAR CR 21

Evolved ulgurstasta sorcerer 17

CE Gargantuan undead

Fiend Folio 180, *Libris Mortis* 100

Init +7; **Senses** darkvision 60 ft.; Listen +26, Spot +26

Aura tendrils (40-ft. radius)

Languages Abyssal, Common, Draconic, Infernal, Undercommon

AC 25, touch 9, flat-footed 22

hp 153 (168 with *false life*, 34 HD); fast healing 3; **DR** 10/magic and piercing

Immune acid, cold; undead traits

SR 21

Fort +12, **Ref** +12, **Will** +24

Spd 40 ft.

Melee bite +25 (4d6+19)

Space 20 ft.; **Reach** 20 ft.

Base Atk +16; **Grp** +41

Atk Options improved grab, swallow whole

Special Atk breath weapon, spawn skeletons

Spells Known (CL 17th, +15 ranged touch)
8th (6/day)—*create greater undead, horrid wilting* (DC 31)
7th (8/day)—*control undead, finger of death* (DC 30), *limited wish* (has enough XP to cast 12 times)
6th (8/day)—*create undead, greater dispel magic, eyebite* (DC 29)
5th (8/day)—*contact other plane, magic jar* (DC 28), *mind fog* (DC 26), *waves of fatigue*
4th (7/day)*—*bestow curse* (DC 27), *dimension door, enervation, hallucinatory terrain* (DC 25)
3rd (9/day)—*displacement, fly, ray of exhaustion* (DC 26), *vampiric touch*
2nd (8/day)*—*blindness/deafness* (DC 25), *command undead, false life, mirror image, resist energy*
1st (8/day)*—*alarm, chill touch* (DC 24), *mage armor, ray of enfeeblement, shield*
0 (6/day)—*acid splash, detect magic, mage hand, message, prestidigitation, open/close, read magic, resistance, touch of fatigue* (DC 23)
*Has already cast *hallucinatory terrain, false life*, and *mage armor*; stat adjustments included above as appropriate

Spell-Like Abilities (CL 34th)
1/day—empowered *cone of cold* (DC 16), quickened *hold monster* (DC 16), quickened *haste*

Abilities Str 36, Dex 16, Con —, Int 22, Wis 19, Cha 32

SQ necromantic acid, *scry* on familiar, summon familiar (none currently summoned)

Feats Alertness, Craft Wondrous Item, Empower Spell-Like Ability (*cone of cold*), Eschew Materials, Extend Spell, Great Fortitude, Greater Spell Focus (necromancy), Improved Initiative, Improved Natural Attack (bite), Maximize Spell, Quicken Spell-Like Ability (*haste, hold monster*), Spell Focus (necromancy)

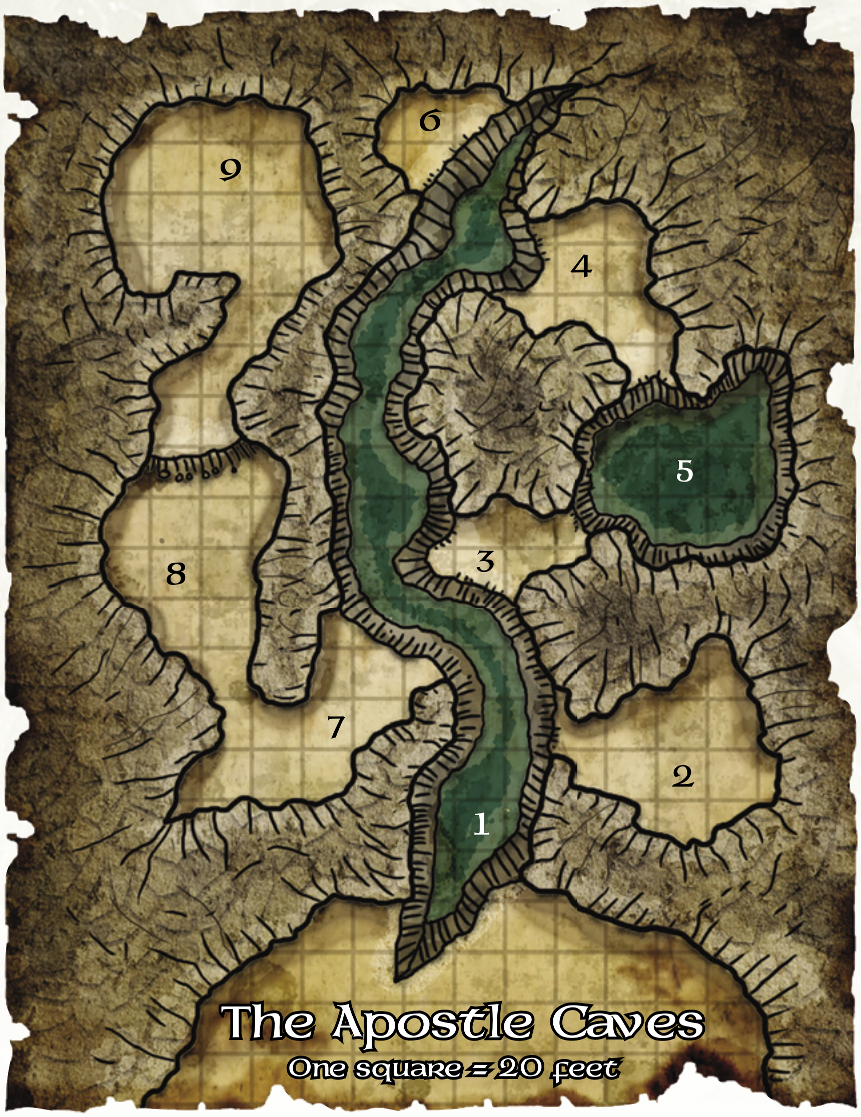
Skills Concentration +37, Intimidate +31, Knowledge (arcana) +43, Knowledge (dungeoneering) +26, Knowledge (history) +26, Knowledge (nature) +26, Knowledge (religion) +37, Knowledge (the planes) +37, Listen +26, Search +26, Spellcraft +45, Spot +26

Breath Weapon (Su) 1/day, 60-ft. cone, Reflex DC 18, 3d6 Constitution drain (or 1d6 Constitution damage on a successful save). Any undead skeletons inside the ulgurstasta are vomited up as well, and immediately animate.

Improved Grab (Ex) To use this ability, the ulgurstasta must hit a Huge or smaller creature with its bite attack. If it hits,

Apostle Cave Key

1. **Central Gorge**
2. **Centipede Nest:** Six earthcancer centipedes
3. **Deathtrap 1**
4. **Deathtrap 2**
5. **Abattoir:** One mindkiller scorpion
6. **Scorpion Nest:** One mindkiller scorpion
7. **Deathtrap 3**
8. **Outer Sanctum:** Starting point for N'vesh-n'kar
9. **Inner Sanctum**



it can make a grapple check as a free action that does not provoke an attack of opportunity. If it establishes a hold, the ulgurstasta can attempt to swallow the target on the next round.

Necromantic Acid (Su) A swallowed victim takes 1d8 points of Constitution drain each round he remains inside the ulgurstasta. Upon death, a victim transforms into an undead skeleton, but remains dormant until the ulgurstasta vomits it up. When an ulgurstasta uses its breath weapon, swallowed victims are not subject to this necromantic acid for 1 day.

Spawn Skeletons (Su) As a full-round action, an ulgurstasta can regurgitate dormant undead skeletons. N'vesh-n'kar currently has one young adult red dragon skeleton and six chimera skeletons in his gut.

Swallow Whole (Ex) N'vesh-n'kar can swallow a grappled opponent by making a successful grapple check. Once inside, the victim is bathed in necromantic acid (see above). A swallowed creature can cut its way out by dealing at total of at least 25 points of damage to the stomach (AC 14); once the victim escapes, muscular action closes the hole and a new victim must cut his own way out. N'vesh-n'kar's gut can hold 2 Huge, 8 Large, 32 Medium, or 128 Small or smaller opponents.

Tendrils (Ex) The millions of pores on an ulgurstasta's body each contain a coiled, 40-foot-long hair-thin tendril. When angered, N'vesh-n'kar extends these whipping tendrils. This storm of tendrils grants him immunity to nonmagical projectiles (like arrows) and deals 1d12 points of slashing damage each round to any creature within range. Creatures in this area take a –2 penalty on attack rolls.

Earthcancer Centipedes (6): hp 156 each; see Appendix.

Mindkiller Scorpions (2): hp 208 each; see Appendix.

Young Adult Red Dragon Skeleton: hp 123; *Monster Manual* 227.

Chimera Skeletons (6): hp 58 each; *Monster Manual* 227.

Tactics: The earthcancer centipedes and mindkiller scorpions use simple tactics in combat; they rush into the midst of the party and attack. Against flying opponents, the scorpions can clamber around on walls and ceilings, while the centipedes simply burrow through the walls to emerge at a point closer to their prey.

N'vesh-n'kar uses more sophisticated tactics. When he realizes his caverns are being invaded, he takes the time to cast extended versions of *displacement*, *fly*, *mirror image*, *resist energy* (fire), *resist energy* (electricity), and *shield*. This gives the PCs six rounds to handle the undead vermin before N'vesh-n'kar arrives.

On the first round of combat, N'vesh-n'kar uses his quickened *haste* spell-like ability on himself and any surviving undead allies. He uses flight to stay out of melee range, hitting the PCs each round with *horrid wilting* (adding a quickened *hold monster* on the second round). If they seem resistant to this spell, he switches to maximized *enervation* against these foes for a few rounds before hitting

Everfull Purse

Balakarde's greatest creation, this minor artifact appears as a leather belt pouch. It has the power to turn a single gold coin into many overnight. If a single gold piece is placed in the *everfull purse* at sunset, it is replaced at sunrise by 25 gold pieces.

The *purse* has no effect if more than one gold piece is left within, or if anything other than gold is placed within.

Caster Level 20th; Weight 1/2 lb; Source *Epic Level Handbook* 151.

The Tripartite Soul

Balakarde's soul is split into three parts: his scholastic drive, his artistic inspiration, and his hatred of Dragotha. Each part is bonded to a different item (Balakarde the scholar haunts the *everfull purse*, the artist a statuette of the wizard, and the weapon used to slay an augmented thessalhydra). Possession of one of these soul-bonded items grants a different benefit, as detailed below.

Scholar: +10 insight bonus on all Knowledge skill checks and Spellcraft checks; +2 luck bonus to Intelligence and Wisdom.

Artist: +10 insight bonus on all Craft and Perform skill checks; +2 luck bonus to Dexterity and Charisma.

Slayer: +4 insight bonus on all Initiative checks; +2 luck bonus to Strength and Constitution.

A character that carries one of these fragments can sense the proximity of the other fragments. By concentrating, he can *find the path* to either of them.

them with *horrid wilting* again. If he needs to escape, he casts *mind fog* to obscure vision and hamper Will saves, then casts *dimension door* to escape to area **9** where he augments his fast healing with a few *limited wish* spells to duplicate *inflict critical wounds* on himself. If the PCs remain in his lair by the time he's healed up, he uses *magic jar* to try to possess one of them. If the PCs confront him in his treasury, he fights to the bitter end, using his breath weapon at the first opportunity, following that up with an empowered *cone of cold* (remember, the skeletons he vomits up are immune to cold).

Trap: N'vesh-n'kar created three deadly traps in his caves, placing one each in areas **3**, **4**, and **7**. Each of these deathtraps functions the same way—as soon as a living creature moves twenty feet into the area, a targeted *greater dispel magic* affects that creature. Roll against each spell currently in effect on the targeted character to see if the spell is dispelled. An instant after this resolves, that character is targeted by a *finger of death*. Each of these deathtraps functions up to once per round, targeting one character per round.

Deathtrap: CR 12; magic device; visual trigger (*true seeing*); automatic reset; spell effect (targeted *greater dispel magic*, 17th-level sorcerer), spell effect (*finger of death*, 17th-level sorcerer, DC 30 Fortitude save resists death for 3d6+17 damage); Search DC 37; Disable Device DC 37.

Treasure: Although N'vesh-n'kar has little interest in magical gear, his treasury holds a large amount of wealth he's collected over the years. Area **9** of the Apostle Caves contains no fewer than seven chests of different sizes, none of them locked or trapped.

Within the chests is the following treasure: 12,400 gp, 1,500 pp, dozens of bags of gemstones worth a total of 18,500 gp, and a shocking collection of rings, necklaces, and other items of jewelry worth a total of 21,000 gp. Although he's turned over most of the magical gear he's gathered over the years to Dragotha, he kept five items that struck his fancy, either because their one-time wielders were particularly potent foes or because he was intrigued by their necromantic effects. These items are a suit of *+4 undead controlling full plate*, a *sword of life stealing*, a *rod of withering*, a *mask of the skull*, and an *everfull purse*. This last item was Balakarde's, and the remnants of his intellect remain bound to it.

PART THREE: THE EXILED ARTIST

The lillend Zulshyn was, for hundreds of years, a caretaker and guardian of an extraplanar "highway" known as the Infinite Staircase. When she used *Mordenkainen's disjunction* to destroy a particularly ugly *staff of the magi* owned by the titan sorceress Kelastis, she was forced to flee to the Material Plane to take up a life in hiding.

Zulshyn has lived in the Wormcrawl Fissure for nearly 100 years. She finds that the stark, morbid landscape suits her melancholy tastes while at the same time being remote enough that she doesn't have to worry much about interruptions to her ongoing work. The majority of the artwork she creates doesn't live up to her expectations, and is quickly destroyed and rebuilt, but her home features dozens of masterpieces she's created over the years.

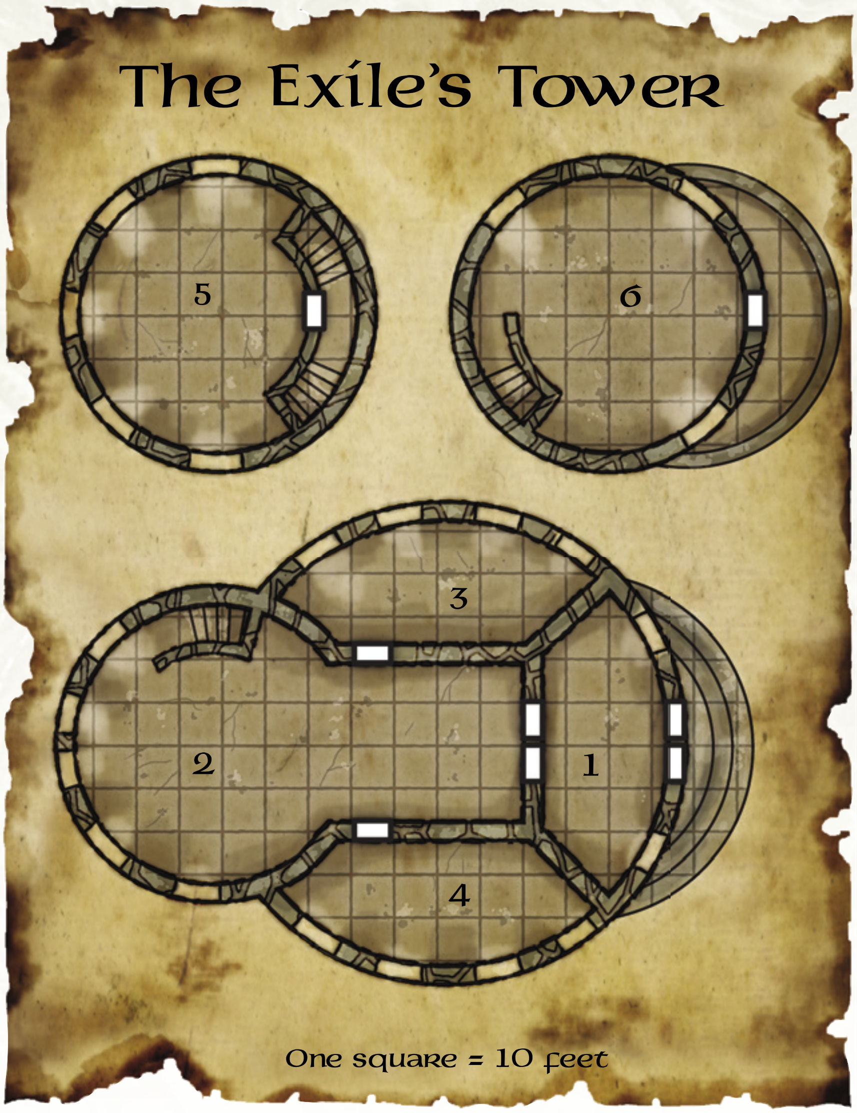
Dragotha and the cult of Kyuss know of the exiled lillend, but since she keeps to herself and is in a relatively remote area of the Fissure, they leave her alone. Not so one of the most recent arrivals to the Wormcrawl. The lich Thessalar encountered Zulshyn not long after he claimed the ancient fortress as his own while exploring the southern reaches of the Fissure, and was immediately smitten with the exotic artist. At first, Zulshyn was flattered and perhaps intrigued by the powerful lich's attentions, but when the true nature of his debased desires for her became clear, she spurned him. Since then, Thessalar's "love" has transformed into blinding hate, and for the past several decades the two powerful spellcasters have been locked in a bitter stalemate of hostility. For her part, Zulshyn regards the lich as little more than a buffoon. She's largely forgotten him now, as he has not made any attempts on her life for many years, but her complacence may soon lead her into greater peril than ever, especially if the PCs get involved in this unhealthy relationship.

Zulshyn's Tower (EL 21)

Zulshyn has had about a century to perfect her home. Outwardly, the tower is exotic and artistic, looking like a large dome with a gracefully hooked spire rising up over the top like a claw. A balcony halfway up this spire provides a breathtaking view of the often mist-laced lake to the south. The dome and tower itself are crafted of polished obsidian, shaped and created magically so as to appear to be formed of one

Exile's Tower Key

1. **Foyer**: A simply decorated room.
2. **Gallery**: This is where Zulshyn's displays her art.
3. **Guest Room**: This chamber can be subdivided by moving wooden latices.
4. **Storeroom**: Food, art supplies, and other necessities.
5. **Zulshyn's Chambers**: A massive array of cushions, silk blankets, and an intricate lattice of hanging beads, trinkets, and chimes.
6. **Conservatory**: This chamber features a large harpsichord, an equally oversized harp, and a small stage.



immense stone. The walls themselves are magically treated. Doors are made of similarly treated semi-transparent rose quartz, but only the internal doors operate on hinges. At Zulshyn's touch, the external doors swing open silently, but to all other creatures they function more like solid plugs of crystal that merge with the surrounding obsidian. A DC 30 Use Magic Device check can trick these doors into opening, but otherwise they must be bashed open (or bypassed with spells like *knock*, *stone shape*, or *passwall*). Windows are tall, arched openings filled with permanent *walls of force* (caster level 19th). Zulshyn can change the coloration of the force in these windows by touch, and can even transform them into complex transparent paintings similar to stained glass if she wishes. Inside, the temperature is a quite warm 90°F, and the floors are thickly carpeted. Soft music (permanent *ghost sounds* sculpted by the lillend) fills the gallery (area **2**); she can control the volume by concentrating.

Magically Treated Walls: 3 feet thick; Hardness 16; hp 1,080; Break DC 70.

Crystal Door: 4 inches thick; Hardness 16; hp 120; Break DC 48.

Creatures: Zulshyn might encounter the PCs during one of her constitutional flights through the Wormcrawl, in which case she might invite the PCs into her home. If the PCs come to her home on their own (either by chance or by following the lure of Balakarde's spirit), they'll need to attract her attention or force their way into her home if they wish to speak to her or attack.

Knocking on either door is enough to attract her attention (after 1d6+4 rounds); loud and flashy spell effects in the surrounding area work even better. She reacts immediately to these, as well as to attempts to break into her home. Zulshyn's initial attitude toward the party depends upon the nature of how they announce themselves; if they do so violently, she is initially hostile. Otherwise, she's simply unfriendly (and slightly annoyed at having been interrupted in the middle of her latest project; "re-sculpting" a prisoner she petrified with a *prismatic spray* a few days ago from a derro into a halfling).

Zulshyn has experimented with numerous traps and guardians to protect her home over the years, but her fickle attitude and nearly impossible-to-satisfy artistic eye has limited her options. She created four powerful stained glass golems a few decades ago, and remains generally pleased with them even now, although every few years she reworks their appearances to fit different themes. Currently, the four golems resemble undead soldiers mounted on terrifying demonic horses, each matching the riders of the apocalypse from common myth (death, pestilence, war, and famine)—their morbid appearances still tickle Zulshyn's dark sense of decor. All four golems stand in the western windows in area 4. Zulshyn keeps the fifth window to the south clear so as not to obstruct her view of the mysterious lake.

ZULSHYN CR 20

Female lillend bard 3/sublime chord 10

CN Large outsider (chaotic, extraplanar, good)

Monster Manual 168, *Complete Arcane* 61

Init +6; **Senses** *arcane sight*, darkvision 60 ft.; Listen +25, Spot +22

Languages Abyssal, Celestial, Common, Infernal; *tongues*

AC 33, touch 19, flat-footed 27

hp 217 (20 HD)

Immune poison

Resist electricity 10, fire 10

Fort +20, **Ref** +19, **Will** +21

Spd 20 ft., fly 70 ft. (average)

Melee *rod of flailing* +19/+14/+9 (1d8+8) and *rod of flailing* +19 (1d8+5) and tail slap +17 (2d6+6)

Ranged *+2 speed composite longbow* +21/+21/+16/+11 (1d10+7/×3 plus 1d6 fire) or
+2 speed composite longbow +19/+19/+19/+14/+9 (1d10+7/×3 plus 1d6 fire, Rapid Shot)

Space 10 ft.; **Reach** 10 ft.

Base Atk +14; **Grp** +23

Atk Options constrict 2d6+5, improved grab (tail)

Special Atk bardic music 8/day (countersong, *fascinate*, inspire competence, inspire courage +1, song of arcane power, song of cosmic fire, song of timelessness)

Combat Gear *wand of cure serious wounds* (38 charges)

Sublime Chord Spells Known (CL 19th)

- 9th (3/day)—*Mordenkainen's disjunction, wish* (has enough XP to cast 4 times)
- 8th (4/day)—*mind blank* (one already cast), *sunburst* (DC 30), *polymorph any object* (DC 30)
- 7th (5/day)—*finger of death* (DC 29), *plane shift* (DC 29), *prismatic spray* (DC 29), *greater teleport*
- 6th (6/day)—*antimagic field, chain lightning* (DC 28), *geas/quest* (DC 28), *greater scrying* (DC 28)
- 5th (6/day)—*greater dispel magic, greater heroism, permanency, wall of force*
- 4th (8/day)—*dimension door, dominate person* (DC 26), *greater invisibility, stoneskin*

Bard Spells Known (CL 19th)

- 3rd (5/day)—*cure serious wounds, displacement, haste*
- 2nd (6/day)—*glitterdust* (DC 24), *hold person* (DC 24), *shatter* (DC 24), *silence* (DC 24)
- 1st (6/day)—*cure light wounds, expeditious retreat, grease* (DC 23), *Tasha's hideous laughter* (DC 23)
- 0 (3/day)—*dancing lights, mage hand, mending, message, prestidigitation, read magic*

Spell-Like Abilities (CL 10th)

- 3/day—*darkness, hallucinatory terrain* (DC 26), *knock, light*
- 1/day—*charm person* (DC 23), *speak with animals, speak with plants*

Abilities Str 20, Dex 22*, Con 24, Int 16, Wis 14, Cha 34*

SQ bardic knowledge +16,

Feats Craft Construct, Craft Magic Arms and Armor, Craft Wondrous Item, Exotic Weapon (whip), Hover, Point Blank Shot, Precise Shot, Rapid Shot

Skills Appraise +13, Concentration +20, Craft (painting) +23, Craft (sculpture) +23, Diplomacy +34, Knowledge (arcana) +26, Listen +25, Perform (song) +45, Profession (astrologer) +10, Sense Motive +12, Spellcraft +28, Spot +12, Survival +12, Tumble +15

Possessions combat gear, *+5 glamered mithral chain shirt, +2 speed composite longbow* (+5 Str) with 50 *+1 flaming arrows, minor ring of electricity resistance, rod of flailing, quiver of Ehlonna, cloak of Charisma +6, amulet of health +6*, bejeweled earrings worth 5,000 gp, 6 doses of diamond dust for *stoneskin* (worth 250 gp each), 3 forked metal rods (foci for *plane shift* linked to Arborea, Limbo, and the Abyss), porphyry statuette of Balakarde

*Includes +2 luck bonus from possession of Balakarde statuette

Permanent Spell Effects Zulshyn has made the following spell effects permanent on herself: *arcane sight, greater magic fang*, and *tongues*.

Song of Arcane Power (Su) As a move action, Zulshyn can prepare to cast a spell by giving voice to the song of arcane power; the next spell she casts (as long as it is cast by the end of her next turn) gains a +4 bonus to its caster level.

Song of Cosmic Fire (Su) This ability costs Zulshyn two of her daily uses of bardic music, and allows her to create a 20-foot-radius spread of fire anywhere within 100 feet (provided she has line of effect to the target). Creatures in the area take fire damage equal to her Perform check result, with a DC 32 Will save indicating half damage.

Song of Timelessness (Su) As a standard action, Zulshyn can use her bardic music to envelop a single creature to which she has line of effect within 60 feet in a field of timelessness. The subject can make a DC 32 Will save to resist the effect. If the subject fails this save, he is frozen in a shimmering aura of timelessness and can take no actions, nor can any force affect him. Zulshyn can keep a target trapped in this way as long as she continues to sing, up to 19 minutes. When the effect ends, the subject returns to normal, unaware that any time has passed.

APOCALYPSE GOLEMS (4) CR 14

Advanced stained glass golem

N Large construct

Monster Manual II 116

Init +2; **Senses** darkvision 60 ft., low-light vision; Listen +0, Spot +0

AC 22, touch 14, flat-footed 17

hp 228 each (36 HD); fast healing 5; **DR** 10/adamantine

Immune magic; construct traits

Fort +11, **Ref** +13, **Will** +11

Spd 30 ft. (can't run)

Melee 2 rakes +33 (2d6+10/19–20)

Space 10 ft.; **Reach** 10 ft.

Base Atk +27; **Grp** +38

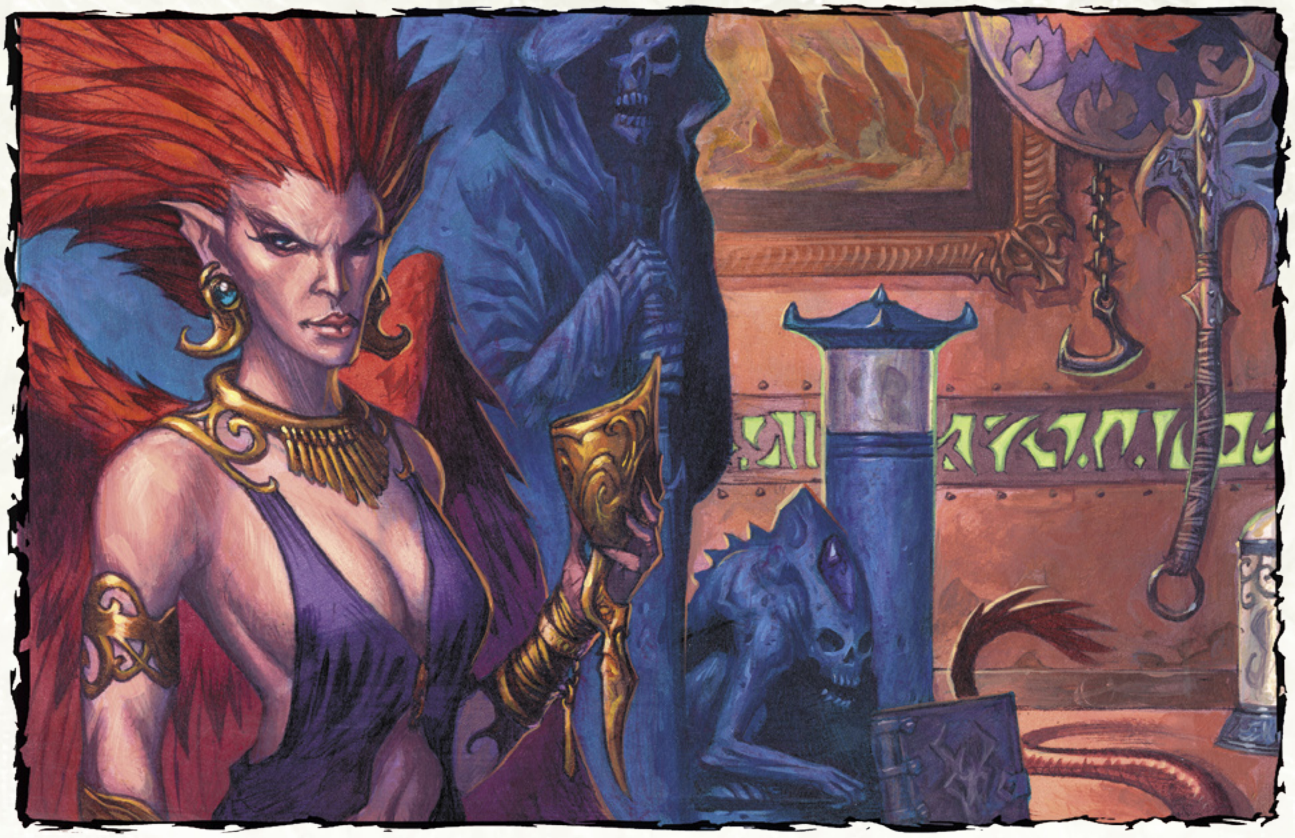
Special Atk prismatic spray

Abilities Str 24, Dex 21, Con —, Int —, Wis 11, Cha 1

Skills Hide +1 (+21 when disguised as a stained glass window)

Immunity to Magic (Ex) An apocalypse golem is immune to any spell or spell-like ability that allows spell resistance. A *shatter* spell affects an apocalypse golem normally, and *mending* heals 2d6 points of damage the golem has taken. Spells that inflict sonic damage affect them normally as well.

Prismatic Spray (Su) Once every 1d4 rounds, an apocalypse golem can unleash a *prismatic spray* (caster level 20th) as a free action. Apocalypse golems are immune



to the prismatic spray effect from itself or other apocalypse golems.

Tactics: Zulshyn begins this encounter in area **2**. If she realizes the PCs are here to do her harm, she calls her four golems to her side and sends them to attack the PCs while she takes the time to cast *stoneskin*, *greater heroism*, *greater invisibility*, *haste*, and *displacement* on herself before using *dimension door* to *teleport* onto her balcony above (or to a similar vantage point about 100 feet from the PCs).

In the first round of combat, Zulshyn activates the defensive qualities of her *rod of flailing* (this +4 bonus on saves and AC is included in her statistics) and then aids her golems. If the PCs seem to be having a tough time, Zulshyn doesn't waste her spells and instead uses her bow on spellcasters or characters with adamantine weapons. If the PCs seem to be taking her golems apart (or if they've already destroyed them) she takes to the air and uses her ranged spells against them, beginning with a *polymorph any object* on a nearby boulder to transform it into a 12-headed pyrohydra (which immediately attacks the PCs) and following with *prismatic spray*, *chain lightning*, *finger of death*, and *dominate person* to start. If reduced to 75 or fewer hit points, she *dimension doors* back into her home, uses her healing spells on herself, and prepares to repeat her tactics if the PCs get to area **2**. She saves her most powerful spells for true emergencies, using *Mordenkainen's disjunction* if the PCs wield a large number of potent magic items (and even then only if she can avoid catching any of her own belongings or home in the area of effect) and *wish* only if no other options are open. If reduced to 75 or fewer hit points again, she *plane shifts* away to plot her revenge (although this likely takes her out of the picture for the remainder of the campaign).

Treasure: In addition to her personal gear and jewelry, many of the works of art that Zulshyn has created over the years and decorated her abode with are quite stunning, if generally creepy and morbid. A fair amount of these works are not portable (such as the *wall of force* art, or the masterwork harpsichord or harp in the conservatory), and just as many are only partially completed and currently worthless. Still, PCs who wish to scour her home find no less than 35,000 gp in art that can be looted, including onyx sculptures of monstrous denizens of the Wormcrawl Fissure, jade masks of fearsome worm-eaten visages, paintings depicting dozens of different iconic places throughout the planes (including a portrait of Ehlonna, a city-scape of Sigil, a frighteningly realistic depiction of the demon prince Graz'zt, and a massive 4 ft. by 10 ft. landscape depicting the tangled and mind-boggling ways of the Infinite Staircase, each of which is worth 3,000 gp).

Yet perhaps Zulshyn's greatest treasure is the eight-inch-tall porphyry statuette of Balakarde that sits in an alcove in the wall in Zulshyn's bedroom, protected by a permanent *wall of force*. Zulshyn can lower this wall with a touch (as can any PC who touches the wall, concentrates, and makes a DC 30 Use Magic Device check). The statuette itself is worth 500 gp and radiates necromantic magic. Zulshyn was compelled to craft the statuette 16 years ago when (still unknown to her) a fragment of Balakarde's soul infused with his creativity was drawn into her own creative spirit like a feather pulled into a vortex.

As she created the statuette, this soul fragment became one with the creation, and it remains one of the lillend's most prized possessions (and not only for the notable bonuses it grants her).

Audience with Zulshyn

Unless the PCs are exceptionally crass or are working for Thessalar, this adventure assumes that they make relatively peaceful contact with Zulshyn. The lillend is curious to learn about these strange visitors to the Wormcrawl Fissure, and when she does, she's eager to hear tales of their exploits and news from the world in general. Strangely, although she's lived on Kyuss' doorstep for a century, she has little concept of the Age of Worms or an increase in the level of activity of his cult. She seems a bit skeptical at first, but is relatively easy to convince since (as she admits) she often loses track of the rest of the world when she's in a creative mood.

As she speaks to the PCs, have the character with the highest Diplomacy check make a check, with the other characters in the group aiding that roll (unless their characters make a point of not participating in the conversation). If, during this conversation, a PC compliments Zulshyn's artwork, the primary diplomat gains a +4 bonus on the check.

If the PCs ask Zulshyn about Balakarde, she becomes guarded and suspicious of their motives. She doesn't want to give up her statuette, but the explanation of what it is clears up a fair number of her own questions. She freely admits that she has a strong emotional attachment to the statuette, and does not want to part with it. In order to secure the statuette (short of stealing it), Zulshyn proposes the PCs do something for her to "pay" for the priceless work of art. If her attitude is indifferent, she demands all four of the following tasks. If friendly, two is enough, and if helpful she only requires one task. Of course, unscrupulous PCs can also use spells like *dominate monster* to secure the statuette—they may even attack the lillend for it. Such acts are evil, despite the lillend's own somewhat questionable ethics and morals, and these actions could have repercussions on certain class abilities.

- **Assassination**: The lich Thessilar has long plagued and distressed Zulshyn; she explains her past relationship with him and asks the PCs to investigate what he's up to. If he still bears her ill will, she wants him destroyed.
- **Commission**: If she realizes one of the PCs is a gifted performer or craftsman, she asks for a gift of art. The PC must perform no fewer than five works for her over the course of two hours. If the PC can make at least three DC 35 Perform checks out of the five, she'll be impressed enough. If instead the PC wishes to craft a work of art, she gracefully allows that PC access to her supplies (which are masterwork and grant a +2 bonus on Craft [painting] and Craft [sculpting] checks). It's a DC 40 Craft check to fabricate something artistic enough to satisfy Zulshyn's finicky needs.
- **Bribe**: Zulshyn accepts a magical item worth at least 50,000 gp (or any combination of items and material wealth exceeding 120,000 gp) in exchange for the statuette.
- **Service**: If one of the PCs pledges a cohort, minion, or even themselves to Zulshyn for a minimum period of one year as a houseservant or guardian, she accepts this offer as one of the conditions for the statuette. With a DC 30 Diplomacy check, she's willing to put off the start of this period for a few weeks (which may be enough time for a PC to finish out the campaign). If the PC fails to fulfill his end of this bargain, Zulshyn spares no expense in attempting to enslave him to her using *geas/quest*, *dominate person*, or even a *wish*.

If the PCs manage to accomplish twice the required number of tasks (two if she's helpful, or four if she's just friendly), Zulshyn is so impressed that she also pledges to personally aid them in their battle against Dragotha. She gives the PCs a choice in this case: they can either take one of her apocalypse golems along for additional support, or they can contact her when they're ready to fight Dragotha and she'll aid them in the final battle. If she particularly likes one of the PCs (and you're feeling particularly generous), she may even offer both of these to the PCs.

Try to present Zulshyn as a somewhat creepy but helpful and friendly creature; she's certainly the only real ally the PCs will be able to find in the Wormcrawl Fissure. During their conversation, she may idly begin sculpting one of the PCs (likely the primary diplomat) out of clay, and if made helpful she presents this work of art to the PC at a later date as a gift (it's worth 500 gp). She might even take a keener interest in one of the PCs, inviting that character to spend the night with her while allowing the other PCs to stay in her guest bedroom. The repercussions of a tryst with a powerful lillend are left to you to expand upon.

PART FOUR: THESSALAR'S FORTRESS

This pinnacle of rock soars nearly 2,000 feet above the surrounding canyon floor, yet remains nearly an equal distance from the rim above. An immense bridge of stone connects the top of this spire to the canyon rim about 3,000 feet to the west, the steep slope of this bridge featuring well-worn stairs to aid descents from above to this mesa. The mesa itself is caught in a disorienting zone between near-constant layers of clouds above and below, giving it an otherworldly feel. Perched on the eastern edge of this mesa is a strange, squat fortress made of red marble, its low walls smooth and polished. There are few sharp corners on this keep, giving it an almost organic look.

The original architect of this fortress has been forgotten; the structure has existed for thousands of years, and during that time has been repaired and rebuilt dozens of times by as many tenants. The cult of Kyuss has used it now and then as an outpost, but their interest in the site waxes and wanes over the centuries—currently, they have little interest in it.

Fortress Features

The walls of Thessalar's Fortress are of magically shaped marble, although they are not magically enhanced; likewise, the stone doors within the fortress are sim-

Thessalar's Fortress Key

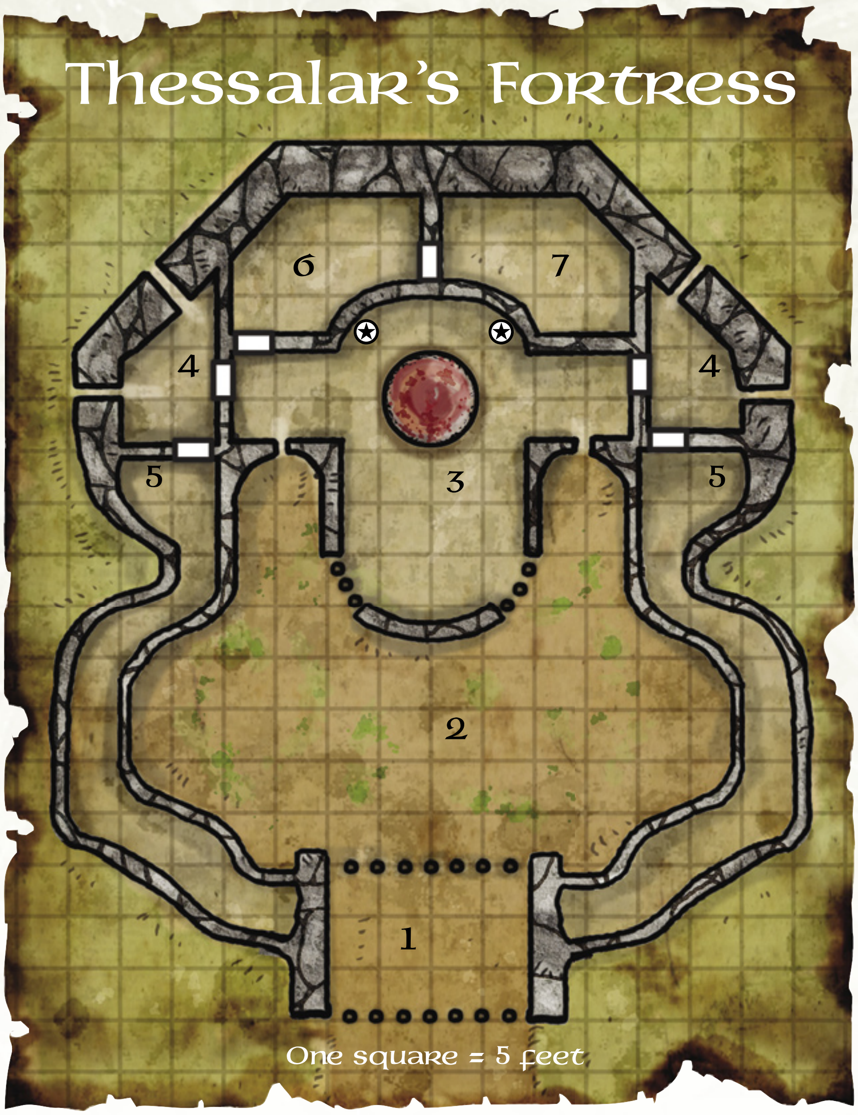
1. **Outer Gate:** An unguarded, ruined remnant.
2. **Courtyard:** A swampy courtyard guarded by two thessalhydras.
3. **Workshop:** Once a throneroom, Thessalar now grows vats of protolife in this chamber.
4. **Guardroom:** Empty guard posts.
5. **Sniper Tubes:** Once used by guards to fire arrows upon those trapped in the courtyard, these tubelike crawlways are empty, the arrowslits that line their inner walls shuttered by cleverly hidden stone panels.
6. **Study:** This is where Thessalar retreats to study magic.
7. **Prison:** The lich keeps living prisoners in here when he has them; currently, he has none.

ple stone doors (although all are *arcane locked* at caster level 20th). The portcullises in area 1 and to the south of area 3 are all down, made of iron, and rusted in place—Thessalar uses *dimension door* and other magic to enter and leave his home and never bothered to have the portcullises repaired. One of the lich's greatest weaknesses is his ego—he hasn't bothered to create many traps to guard his lair, since he believes he and his guardian monsters are more than enough defense. In most cases, he's right.

Area 2 (the courtyard) has a swampy, tangled ground cover of fitfully-growing plants, fungus, algae, and stagnant water. The ground here is difficult terrain. The walls to the east and west are fifteen feet high, but their smooth and rounded roofs are slippery to stand upon (requiring a DC 12 Balance check).

Stone Door: 4 inches thick; Hardness 8; hp 60; *arcane lock* (CL 20); Break DC 38.

Rusted Portcullis: 2 inches thick; Hardness 10; hp 40; Break DC 28.

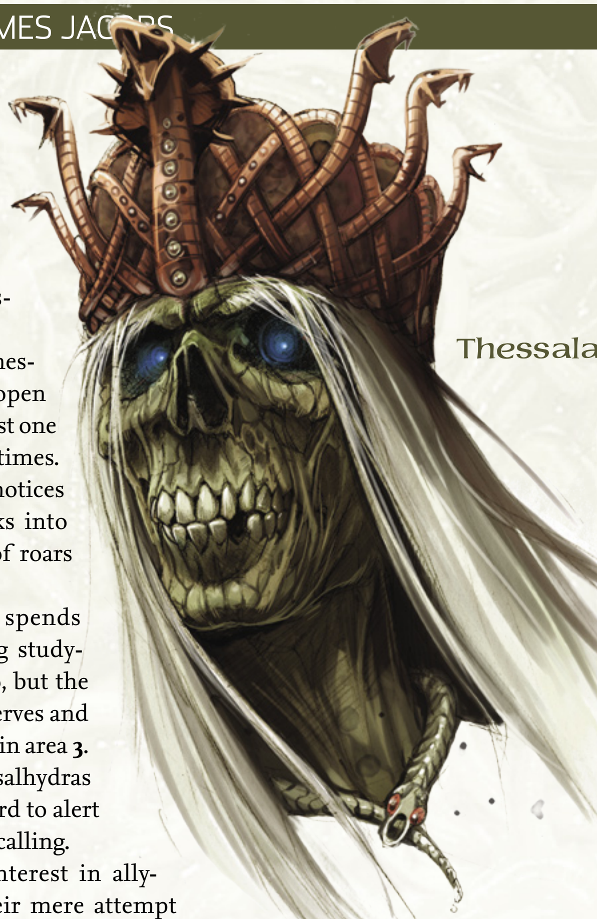


The Spurned Lich (EL 22)

The current tenant of the fortress is an ancient world-traveling lich named Thessalar. Long obsessed with the miracle of life, Thessalar ironically turned to undeath as a way to continue his disturbing and often monstrous experiments into the nature of the living organism. The architect of numerous monstrous creations in his time, Thessalar claims authorship of dozens of magical beasts and aberrations now firmly established in the environment of as many different Material Plane worlds, including the chuul, the owlbear, the grick, the rust monster, and the mimic, although his claims for some of these monsters are doubtful at best. The chuul for example, is now generally believed to be the creation of the wizard Ashranezr, although he may have based his research on work already done by Thessalar. The one type of creature that the lich certainly created, however, are those that bear his name—the thessalmonsters.

Thessalmonsters are his triumph; aberrations created from the unborn young of other monsters that are infused with a dangerous form of shuddering flesh and fluid the lich calls "protolife." In most cases, these teratic offspring are doomed to die after only a few minutes of painful life, but occasionally they result in viable new creatures. Thessalar has had great success infecting chimeras, gorgons, manticores, and even cockatrices with this protolife, but his most successful creations are the result of introducing protolife into hydra eggs. The resulting creatures, thessalhydras, are his favorite children.

Thessalar came to the Wormcrawl Fissure only two decades ago, after hearing rumors of how Kyuss had somehow managed to use a living creature (the ubiquitous Kyuss worm) as a vector for



Thessalar

undeath. Hoping to expand upon this research, Thessalar chose this abandoned fortress as his laboratory and lair. His research into the Kyuss worm bore him no fruit, yet he did find something equally exotic here in the shape of a mysterious lillend—Zulshyn.

Thessalar is now obsessed with the artistic lillend, to the point where he hopes to infest her with protolife to create a monstrous new race of thessalillends. The lunatic lich thinks his obsession with Zulshyn is love, when in fact it is something altogether more disturbing and foul, made worse by the fact that he doesn't understand why she finds him repulsive. After numerous attempts to "win" her love (many of which were little more than frenzied attacks on her home), Thessalar fell into an extended fit of melancholic brooding. For the past several years, he has toiled at mixing the perfect vat of protolife, using multiple *wish* spells and seeding it with power components harvested from throughout the multiverse. The concoction nears completion, and when he's finished with it, the lich intends to use a series of modified *gate* spells to siphon it directly into Zulshyn's body, transforming her into the first specimen of a brand new abomination.

The vat of protolife in area **3** is contained in a large cylinder of force similar to that of a *forcecage*. The cylinder is ten feet in diameter and reaches all the way to the fifteen-foot-ceiling above. Within, blood, flesh, eyes, mouths, and less identifiable organs churn and swirl in a vortex of organic color. Protolife is highly reactive, and contact with the stuff normally grants a living creature fast healing 5 (and eventual transformation into a thessalmonster). In this case the protolife has become haunted by a portion of Balakarde's spirit. Thessalar is unaware of this, since he has no reason to suspect the protolife is haunted, but if he learns abouth the possibility from the PCs it doesn't take long for his vast intellect to piece things together.

If the protolife is released from the vat, Balakarde's furious spirit immediately transforms the stuff into a highly dangerous thessalhydra, one that has 288 hit points, fast healing 20, spell resistance 30, and immunity to mind-affecting effects (including Thessalar's ability to control thessalmonsters).

Creature: A pair of thessalhydras prowls the open courtyard (area **2**); at least one of them is awake at all times. If either thessalhydra notices any intruders, it breaks into a tremendous frenzy of roars and hissing.

Thessalar himself spends an hour each morning studying his spells in area **6**, but the rest of the time he observes and cultivates the protolife in area **3**. He trusts the two thessalhydras who live in the courtyard to alert him if "visitors" come calling.

Thessalar has no interest in allying with the PCs. Their mere attempt to speak to him offends him, as it takes him away from his work. If he hears the thessalhydras in area **2** attack intruders, the lich casts *project image* to manifest an image of himself in the courtyard to observe the battle.

His first action in combat is to telepathically order his thessalhydras to break off the attack, at which point he address the PCs and demands to know the purpose of their visit. His unlife as a lich has spanned centuries, and in that time he's dealt with countless adventurers. Experience has taught him that, unless they seek his death, he can usually turn them to his advantage. Thessalar has been too obsessed with his current project to realize that a fragment of Balakarde's spirit has become trapped in the protolife vat, and certainly doesn't want the PCs poking around in his laboratory. Instead, he tries to bluff them, claiming that he does indeed know of this spirit and that he'd be happy to hand it over to the PCs if they just do him a favor first—travel south to Zulshyn's tower, capture her alive, and bring her back here to him.

If the PCs agree to this bargain, Thessalar begins searching for Balakarde's spirit and finds it soon enough in the protolife. He's ready to unleash the enhanced thessalhydra (see above) when the PCs return, since he has no intention of honoring his end of the bargain once he has Zulshyn in his clutches.

THESSALAR CR 22

Male human lich transmuter 10/loremaster 10

CE Medium undead

Monster Manual 167

Init +4; **Senses** *arcane sight*, darkvision 60 ft., *see invisibility*; Listen +5, Spot +5

Aura fear (60-ft. radius, Will DC 22)

Languages Common, Draconic, Undercommon; *tongues*

AC 28, touch 18, flat-footed 23

hp 130 (145 with *false life*, 20 HD); **DR** 15/bludgeoning and magic

Immune cold, electricity, polymorph; undead traits

SR 18

Fort +12, **Ref** +14, **Will** +21

Spd 30 ft.

Melee touch +10 (1d8+5 negative energy plus paralysis [DC 22])

Base Atk +10; **Grp** +10

Combat Gear *potions of inflict serious wounds* (10), *lesser rod of quicken metamagic, wand of scorching ray* (8th, 23 charges)

Spells Prepared (CL 20th, +10 touch, +14 ranged touch, +22 to overcome SR, prohibited schools enchantment and illusion)

9th—maximized *disintegrate* (DC 29), *time stop*, quickened *wall of force, wail of the banshee* (DC 30), *wish* (2)

8th—maximized *cone of cold* (DC 26), quickened *dimension door, maze, polymorph any object* (DC 31), *prismatic wall* (DC 29), *temporal stasis* (DC 31)

7th—maximized *enervation, finger of death* (DC 28), *forcecage, prismatic spray* (DC 28), *reverse gravity, statue**, *greater teleport*

6th—*chain lightning* (DC 27), *disintegrate* (DC 29), *greater dispel magic*, maximized *fireball* (DC 24), *flesh to stone* (DC 29), *true seeing*, maximized *vampiric touch*

5th—*baleful polymorph* (DC 28), *cone of cold* (DC 26), quickened *ray of enfeeblement*, quickened *shield, telekinesis* (DC 28), *transmute rock to mud* (DC 28), *wall of force*

4th—*dimension door, enervation, fear* (DC 25), maximized *magic missile, polymorph, solid fog, mass reduce person* (DC 27)

3rd—*clairaudience/clairvoyance, dispel magic, fly, fireball* (DC 24), *haste, lightning bolt* (DC 24), *slow* (DC 26), *stinking cloud* (DC 24)

2nd—*arcane lock, blindness/deafness* (DC 23), *cat's grace, detect thoughts* (DC 23), *false life**, *ghoul touch* (DC 23), *glitterdust* (DC 23), *levitate, Melf's acid arrow* (2), *resist energy, shatter* (DC 23), *spectral hand*

1st—*chill touch* (DC 22), *grease* (DC 22), *magic missile* (3), *ray of enfeeblement, reduce person* (DC 24), *shocking grasp, unseen servant**

0—*mage hand* (3), *message, touch of fatigue* (DC 21)

*Already cast

Abilities Str 10, Dex 18, Con —, Int 33, Wis 16, Cha 14

SQ command thessalmonster, loremaster secrets (applicable knowledge, dodge trick, more newfound arcana, newfound arcana, the lore of true stamina), summon familiar (raven named Tethix, speaks Common)

Feats Alertness, Craft Construct, Craft Magic Arms and Armor, Craft Rod, Craft Wand, Craft Wondrous Item, Forge Ring, Greater Spell Focus (transmutation), Maximize Spell, Quicken Spell, Scribe Scroll, Skill Focus (Knowledge [arcana]), Spell Focus (transmutation)

Skills Appraise +14, Concentration +23, Knowledge (arcana) +37, Knowledge (dungeoneering) +34, Knowledge (history) +34, Knowledge (nature) +34, Knowledge (the planes) +32, Spellcraft +36

Possessions combat gear, *evil robe of the arch magi, ring of protection +3, ring of wizardry II, crown of intellect +6, Heward's handy haversack*, two *gloves of storing* (one contains his *portable hole* and the other his *lesser rod of quicken metamagic*), *boots of speed, portable hole*, gold dust worth 100 gp, four doses of *true seeing* ointment (worth 250 gp each), *temporal stasis* gem dust worth 5,000 gp, 3 doses of ruby dust for *forcecage* spells (each dose is worth 1,500 gp)

Spellbooks Thessalar's immense collection of spellbooks is kept in his *portable hole* on neatly organized shelves. These spells contain every wizard spell in the *Player's Handbook* (with the exception of enchantment and illusion spells).

Command Thessalmonster (Su) Thessalar can command any thessalmonster that isn't currently magically controlled by telepathic order as a free action, as if it were under the effects of a *dominate monster*. He can usurp control of a magically controlled thessalmonster by taking a standard action and making a successful caster level check against the caster level of the magical command.

Contingency If damaged by a melee attack, a *fire shield* springs into effect on Thessalar.

Permanent Spells *arcane sight, read magic, see invisibility, tongues*

Thessalhydras (2): hp 225 each; see Appendix.

Augmented Thessalhydra: CR 17; hp 288; fast healing 20, spell resistance 30, immunity to mind-affecting effects; see Appendix.

Tactics: If the PCs don't want to talk, Thessalar is more than willing to use force to make them serve his needs. He begins combat with a projected image, taking his time casting short-duration defensive spells on himself (*true seeing, fly, haste, cat's grace*, and *resist energy*). If his enemies manage to locate his real body before he's done casting, he uses *time stop* to finish the job.

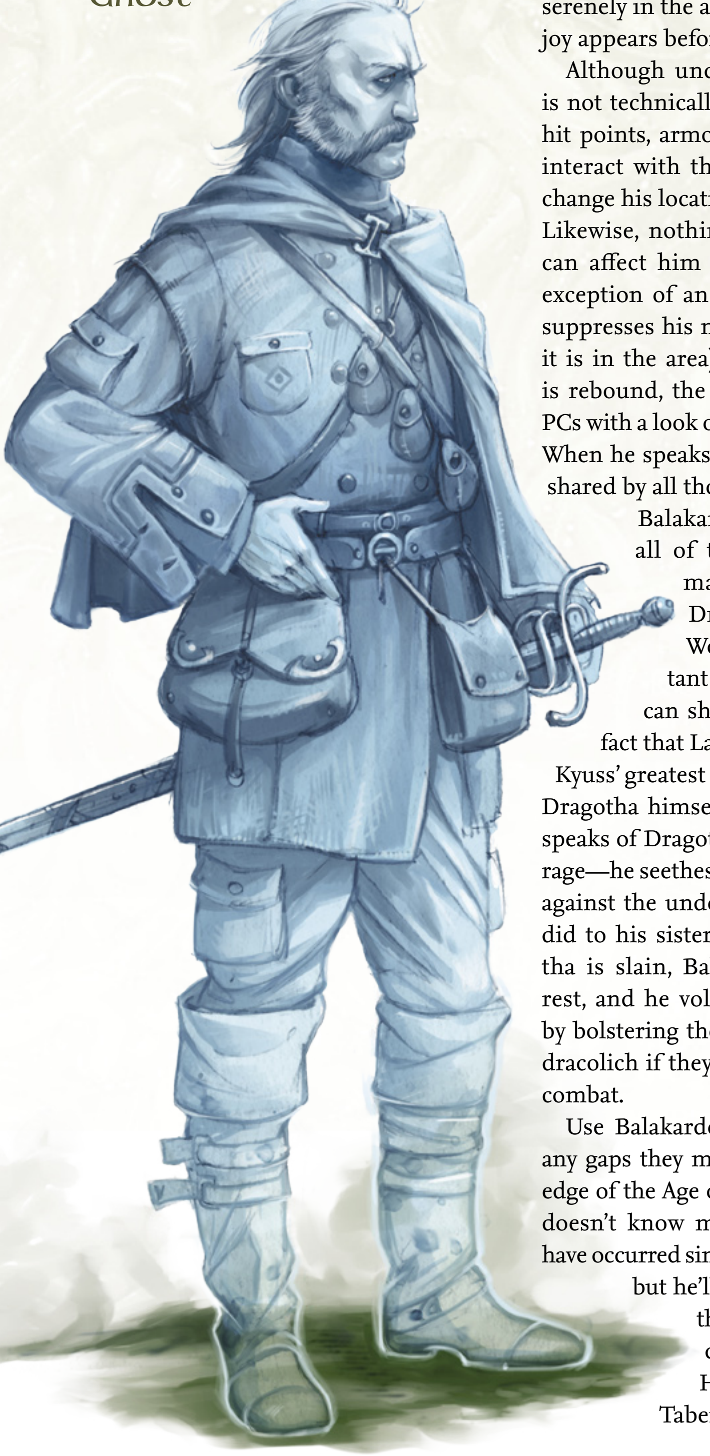
Once he's in combat, Thessalar uses a quickened *shield* on the first round. He uses his most powerful spells first, working down through the levels and focusing his attentions on whatever PCs have actually been able to damage him. He uses a quickened *wall of force* if he can lure PCs into an enclosed area, and a quickened *dimension door* to retreat to area **7** to regroup if brought below 40 hit points. On the second confrontation, he fights until reduced to 10 hit points or less, at which point he teleports to another hidden lair several hundred miles away. If destroyed, his spirit returns to his phylactery (also kept in this distant lair hundreds of miles away). If forced to retreat in either of these ways, Thessilar turns his attentions elsewhere. He's survived for hundreds of years, and in that span has been defeated no fewer than six times—he does not make a habit of returning for revenge against foes that have already proven their ability to defeat him, especially since he has duplicate copies of his spellbooks at his hidden true lair.

Treasure: In addition to the gear he carries, Thessalar's *portable hole* contains his vast collection of spellbooks and 22,000 gp in miscellaneous material components and foci for his spells.

The greatest treasure for the PCs in his keep is the third fragment of Balakarde's spirit. In order to gain this spirit, the PCs must first destroy the force cylinder in area **3** that contains the protolife. Doing so causes the protolife to transform into an augmented thessalhydra (see above). Balakarde's soul fragment bonds with whatever weapon delivers the killing blow to this thessalhydra (or to a worn magic item if the killer uses spells or unarmed attacks to defeat the monster).

Balakarde Restored

Once the PCs have gathered all three of Balakarde's spiritual fragments, and all three fragments are brought within 10 feet of each other, a sudden strange stillness settles over the area. Sounds grow muted, colors dull, and the air itself feels thick and chilling. Those who carry objects possessed by Balakarde become filled with the urge to touch the objects together. This palpable sense of dread persists until the three objects bonded to Balakarde's spirit are touched together. When this occurs, a brilliant flash of light heralds the conjunction of Balakarde's soul. The sense of oppressive menace and muted reality is swept away in an instant. The magical benefits to checks and ability scores that were associated with the three objects remain in effect as a ghostly figure of a man floating serenely in the air with an expression of joy appears before the PCs—Balakarde.


Balakarde's Ghost

Although undead, Balakarde's spirit is not technically a creature. He has no hit points, armor class, or capability to interact with the environs. He cannot change his location through movement. Likewise, nothing physical or magical can affect him in this state (with the exception of an antimagic field, which suppresses his manifestation as long as it is in the area). Shortly after his soul is rebound, the apparition regards the PCs with a look of immeasurable thanks. When he speaks, it is through telepathy shared by all those present.

Balakarde can answer almost all of the questions the PCs may have about Kyuss, Dragotha, and the Age of Worms. The most important piece of information he can share with the PCs is the fact that Lashonna is in fact one of Kyuss' greatest minions, second only to Dragotha himself. Whenever Balakarde speaks of Dragotha, his features twist in rage—he seethes with a need for revenge against the undead dragon for what he did to his sister Maralee. Until Dragotha is slain, Balakarde's spirit cannot rest, and he volunteers to aid the PCs by bolstering their defenses against the dracolich if they choose to meet him in combat.

Use Balakarde to fill in the PCs on any gaps they may have in their knowledge of the Age of Worms campaign. He doesn't know much about events that have occurred since his death 16 years ago, but he'll certainly be able to tell them all about Dragotha's defenses and capabilities. He's never been inside the Tabernacle of Worms, with the exception of the Writhing Sanctum. His attack plan 16 years ago was to teleport into this sanctum, a plan that failed miserably since Dragotha was able to call upon all of his minions in the Tabernacle below. Balakarde believes that Dragotha won't move against the PCs until they reach the Writhing Sanctum, due to a combination of egotism and cowardice. The best plan of attack is to infiltrate the place from below and destroy his minions before confronting him.

Aid from Beyond the Grave

As long as the PCs continue to press on against Dragotha, Balakarde's spirit remains bound to the three items and they continue to provide their bonuses. If the PCs abandon the quest to slay Dragotha, Balakarde's spirit fades over the course of a week until he vanishes.

Once the PCs reach Dragotha, the nature of his spirit's power changes; the quest for the destruction of the dracolich is what kept his soul trapped on the Material Plane, after all. At this point, Balakarde's spirit grows much more powerful. The three fragments "detach" from their bonded objects and instead bond with the PCs. A portion of Balakarde's soul may be traded once per round as an immediate action (a free action he can take even when its not his turn) to any other PC within 10 feet. Since swapping a spirit fragment is an immediate action, a character can pass it to another character even as he makes a saving throw in an attempt to bolster a failed save.

The effects of a soul fragment once it is bonded to a character are as follows:

Artist: The character gains immunity to fire. All living creatures within 30 feet (including the character) gain evasion and a +10 luck bonus on Reflex saves.

Scholar: The character gains a +10 insight bonus on caster level checks to overcome spell resistance, and the save DCs for his spells and spell-like abilities increase by 2. All other living creatures within 30 feet (including the caster) gain immunity to fear and a +10 luck bonus on Will saves.

Slayer: The character gains a +20 insight bonus on attack rolls. All other living creatures within 30 feet (including the caster) gain immunity to paralysis and a +10 luck bonus on Fortitude saves.

Once Dragotha is slain, Balakarde's spirit reacts as detailed in "Concluding the Adventure." If the PCs retreat from a battle with Dragotha, the spirits return to their lesser forms, bonded to the three items.

PART FIVE: THE TABERNACLE OF WORMS

Those who defeat the Kyuss chimera guardians of Kyuss' Maw find a long tunnel that leads deep into the ground below the Wormcrawl Fissure, and eventually to the cornerstone of the cult of Kyuss—the Tabernacle of Worms.

Tabernacle Features

The Tabernacle of Worms has served as Dragotha's primary lair for well over 15 centuries, during which time it was also Kyuss' prison. Due to the cult's ceaseless work at shoring up the tabernacle's defenses and the presence of the Wormgod himself, the structure possesses several potent defense features. The entire tabernacle radiates strong abjuration, transmutation, and necromancy magic. Other recurring features within the tabernacle are described below.

Unhallowed Halls: The entire tabernacle radiates an effect similar to the *unhallow* spell that prevents good summoned or conjured creatures from entering. Moreover, evil creatures within the tabernacle gain a +2 deflection bonus to AC and a +2 resistance bonus on saves against attacks (or effects created by) good creatures.

All attempts to turn undead within the tabernacle take a –4 penalty, and checks to rebuke undead gain a +4 profane bonus. Spell resistance does not apply to this effect.

Lastly, the *unhallow* effect also grants *freedom of movement* to all worshipers and minions of Kyuss within its halls.

Walls, Ceilings, and Floors: The green marble surfaces of the tabernacle (walls, floors, and ceilings) self-repair damage inflicted upon them at a rate of 10 points of damage per round, such that any hole made in the structure is soon mended. A creature that damages any part of the Tabernacle with a melee weapon is attacked by a spray of Kyuss worms that spews from the cracks in the stone with a +20 ranged touch attack. If the spray hits, the character becomes infested. This spray has a range of 30 feet, and the worms released immediately fade away if they don't infest the target. Additionally, each time a creature passes through a wall, floor, or ceiling using *ethereal jaunt*, *passwall*, or similar spells, it immediately becomes infested with Kyuss worms; these worms materialize within the victim's body and thus can infest creatures with high natural armor scores. Once a creature becomes infested, it suffers 6d6 damage per round as the worms burrow through his body; this persists for 1d4 rounds. At this point, the worms reach the victim's brain and the victim takes 2d6 points of Intelligence drain per round. Any effect that slows or destroys Kyuss worms also slows or destroys this infestation. A victim drained to 0 Intelligence dies and rises 1d4 rounds later as a favored spawn of Kyuss. This template is detailed in issue #336 of *DRAGON*; if you don't have access to this template, the victim instead rises as a vampire.

Ceilings in the tabernacle are 40 feet high unless otherwise noted.

Doors: The doors in the tabernacle are in fact made of writhing sheets of Kyuss worms. The denizens of the tabernacle can move through one of these doors as a move action, simply pushing through the writhing sheet. To other creatures, the worm doors cannot be physically opened. Contact with a door brings the threat of infestation—the character must make a DC 20 Fortitude save each round or become infested as if he attempted to pass through one of the tabernacle walls. The wormdoors can be battered down with enough damage (although they regenerate damage quickly), and should be treated as objects rather than creatures for resolving attacks. Although composed of worms, the doors are held together by magical forces as hard as iron. *Knock* causes the worms in a wormdoor to discorporate into a harmless mound on the floor if the caster makes a DC 30 caster level check. Attempts to break or damage a wormdoor release a spray of worms as detailed above.

Wormdoor: 4 in. thick; Hardness 10; hp 90; fast healing 20; Break DC 30.

Secret Doors: The secret doors in the tabernacle are quite cleverly hidden, but can be discovered with a DC 35 Search check.

Illumination: Rooms in the Tabernacle are softly illuminated with green light that's just bright enough to read by unless otherwise indicated.

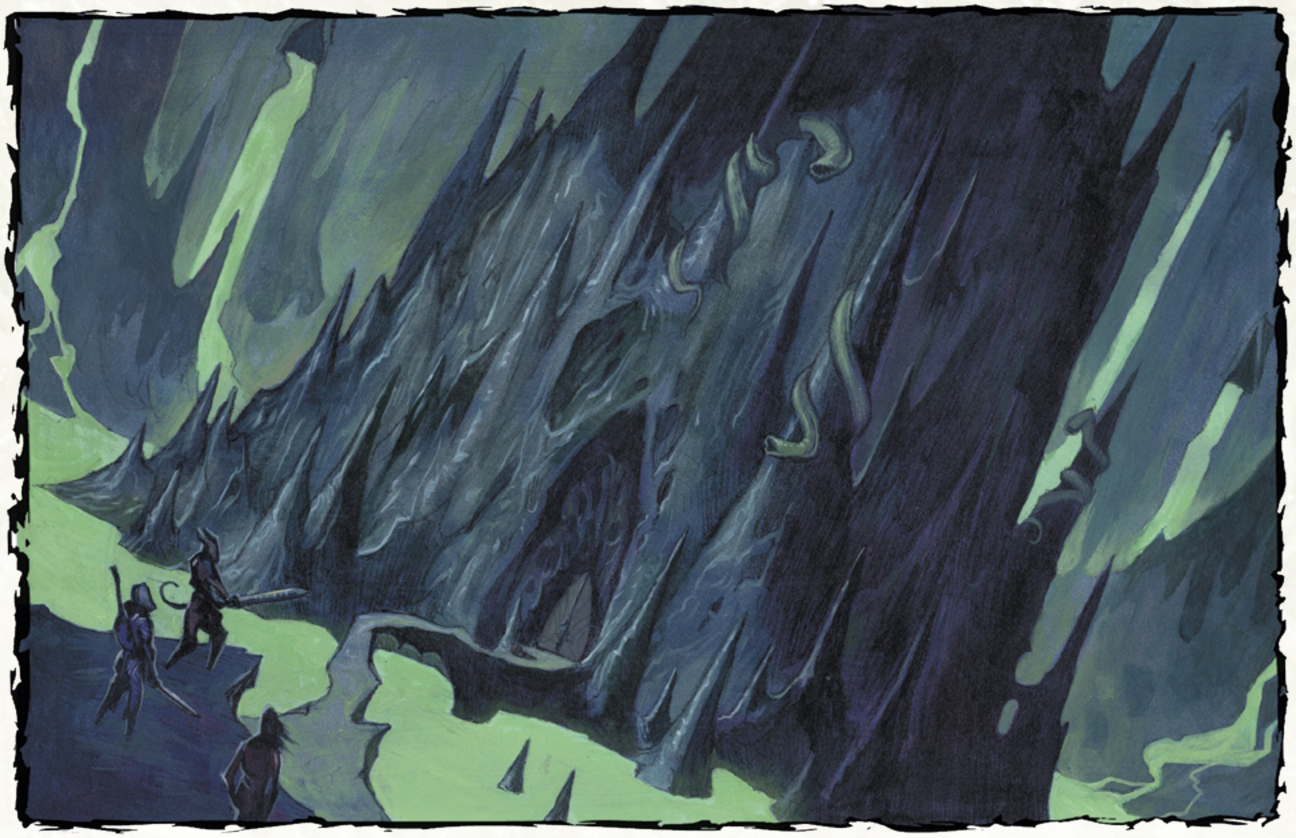
Scrying: The interior of the Tabernacle of Worms is constantly protected by *screen* spells. Anyone who attempts to scry on a creature within the Tabernacle of Worms instead receives a vision of Kyuss himself, a towering figure made of worms and dressed in a ragged cloak. The scrying character must make a DC 30 Will save each round the scrying persists or be driven to insanity, as per the spell of the same name.

Death: The body of a character who dies in the Tabernacle is immediately infested with ghostly green worms that quickly consume the remains within a round of death. At the end of this round, the worms explode outward in a slithering geyser of green. This horrific display functions as a *weird* spell (DC 25, caster level 20th) that affects all non-worshipers of Kyuss within 30 feet of the dead character. Worshipers of Kyuss in this area gain the effects of a *death knell*, as if they had cast this spell on the creature that died.

Approaching the Tabernacle (EL 20)

From Kyuss' Maw (area **9** of the Wormcrawl Fissure), the PCs have a mile-long journey along a spiraling passageway that winds deep into the ground. As they near the end of the walk, a grisly green glow and the haunting sound of a strange hissing hint at a vast cavern ahead.

> The passageway opens onto a relatively narrow ledge that overlooks an immense circular cavern lit by a nauseating green glow. The cavern seems to be roughly ovoid in shape. The walls, ceiling, and floor shimmer here and there with



phosphorescent fungi, but the predominant source of lighting is the sloshing lake of thick green slime at the far end of the cave. Several turgid waterfalls of the stuff drool from openings high up on the far wall of the cave, and now and then thick shapes of the things that dwell within the slime lake ripple against its surface. The lake's beaches are an horrific mix of dried crusty slime and millions of writhing worms that feast on the stuff, the sound of their rasping mouths working in unison, filling the cavern with a strangely soothing hiss.

On the closest shore of the nightmare lake, yet still nearly a half-mile from the ledge, looms an immense pile of stalagmites and upthrust pillars of green rock that form a natural castle. A huge central pillar of stone rises up from the fortress to merge with the roof above. Six smaller stalagmite-like towers rise around the structure's perimeter. Coiled around each of these spires are immense green worms, their fanged heads twitching lazily to and fro like sentinels, observing the cavern around them. A moat of green sludge surrounds the structure, and a single crooked bridge arches up over it to a pair of massive stone doors.

The lake beyond the tabernacle, as well as the surrounding moat and the waterfalls on the far end of the room, consist of an enormous colony of green slime. The source of this slime is mysterious, for at each waterfall's source the water rushing in is clean and pure; only upon cascading into this cavern does it become slime. The lake itself never overflows its banks—the excess green slime turns to a nasty-smelling crust at the lake's shores and is quickly eaten by the millions of Kyuss worms that make up the slime lake's beaches. Taken from the lake, this green slime quickly turns to crust and flakes (although the process takes 2d4 rounds, likely long enough to do a lot of harm to anyone who touches it). Details on green slime appear on page 76 of the *Dungeon Master's Guide.*

Within the slime dwell strange and horrific monsters that have little interest in what goes on in the world above. The exact nature of what monstrous creatures might thrive in a lake of green slime is beyond the scope of this adventure, although if the PCs persist in trying to find out, a good place to start would be by advancing a purple worm to 48 Hit Dice and then applying the multi-headed template from *Savage Species* to create a seven-headed monstrosity. These monsters should be Epic threats, beyond even the power of Dragotha to command and control, their near mindless natures the only thing that prevents them from emerging as true dangers to the world.

Creatures: The six overworms on the spires can be used by those within the tabernacle to watch the outer cave. These worms have *true seeing* and +24 Listen; if any of them notice approaching characters, they roar and writhe. This alerts the denizens of the tabernacle immediately. See area **3** for more details on these sentinels.

Another guardian patrols the outer cavern, a dangerous wyvern named Zyrith. Once a lowly mount for an exiled Razorwind derro warlock named Venk, Zyrith has mastered the art of aerial combat. He and Venk took up with the cult of Kyuss initially in the hopes of using the cult to strike a vengeful blow against the Razorwind derro, but over the years the two have grown less interested in revenge and more interested in aiding Dragotha in releasing the Wormgod, for the dracolich has promised them places of power and rulership over the world during the Age of Worms.

Zyrith's lair is a small hollow on the exterior of the tabernacle; there's a 30% chance he's sleeping when the PCs arrive (unless the PCs are expected). He wakens automatically if the overworms begin roaring.

Zyrith shares a telepathic bond with his close friend Venk. If he notices the PCs approaching, the wyvern flies over to the northeasternmost overworm spire and telepathically alerts the derro. Venk drops what she's doing and uses *flee the scene* to quickly enter the northeast spire and then to exit the tabernacle entirely. Within three rounds of Zyrith's alert, she's mounted on the wyvern and the pair flies out to attack the PCs.

VENK **CR 19**

Female derro fighter 8/warlock 9

CE Small monstrous humanoid

Monster Manual 49, *Complete Arcane* 7

Init +10; **Senses** darkvision 60 ft.; Listen +2, Spot –3

Languages Draconic, Undercommon

AC 26, touch 17, flat-footed 23

hp 229 (20 HD); **DR** 2/cold iron

Immune *confusion* and insanity

SR 15

Fort +25, **Ref** +14, **Will** +19

Weakness vulnerability to sunlight

Spd 20 ft.

Melee *+1 adamantine shock trident* +20/+15/+10/+5 (1d6+4 plus 1d6 electricity plus wyvern poison on first strike) or

+1 adamantine shock trident +20 (1d6+4 plus 1d6 electricity plus 5d6 plus wyvern poison on first strike, *hideous blow*)

Ranged *eldritch blast* +24 touch (5d6)

Base Atk +17; **Grp** +14

Atk Options Point Blank Shot, Ride-By Attack, Spirited Charge, sneak attack +1d6

Combat Gear *wand of barkskin +4* (22 charges), *wand of displacement* (11 charges), *wand of cure critical wounds* (38 charges), *wand of dominate person* (14 charges), 10 doses of wyvern poison

Invocations Known (CL 9th)

Lesser—*flee the scene, voracious dispelling*

Least—*dark one's own luck, eldritch spear, hideous blow*

Spell-Like Abilities (CL 3rd)

At will—*darkness, ghost sound* (DC 18)

1/day—*daze* (DC 18), *sound burst* (DC 20)

Abilities Str 13, Dex 22, Con 24, Int 8, Wis 5, Cha 26

SQ deceive item, madness, poison use, *telepathic bond*

Feats Combat Casting, Improved Critical (ray), Improved Initiative , Mounted Combat, Mounted Archery, Point Blank Shot, Precise Shot, Ride-By Attack, Skill Focus (ride), Spirited Charge, Weapon Focus (trident), Weapon Specialization (trident)

Skills Listen +2, Ride +17, Use Magic Device +17

Possessions combat gear, *+3 scale armor, +1 adamantine shock trident, cloak of Charisma +4, gloves of Dexterity +6, amulet of health +4, ring of protection +3, bracelet of friends* (keyed to Zyrith)

Detect Magic (Sp) Venk can use *detect magic* as the spell at will. Caster level 10th.

Deceive Item (Ex) Venk can take 10 at all times with Use Magic Device. She does not automatically fail at using this skill on a natural 1.

Eldritch Blast (Sp) Venk's *eldritch blast* manifests as a 250-foot-long ray. It is a ranged touch attack that affects a single target, allowing no saving throw. Venk's *eldritch blast* deals 5d6 points of damage on a hit. This ability is the equivalent of a 5th-level spell, and is subject to spell resistance. An *eldritch blast* deals half damage to objects, but the damage bypasses all forms of damage reduction and all forms of energy resistance.

Fiendish Resilience (Su) Once per day, as a free action, Venk can gain fast healing 1 for 2 minutes.

Invocations (Sp) Similar to spell-like abilities, invocations represent a warlock's repertoire of attacks, defenses, and abilities. A warlock can use any invocation she knows at will. They are considered spell-like abilities; invoking one provokes attacks of opportunity and they can be disrupted. The save DC for an invocation is 10 + the equivalent spell level of the invocation + the warlock's Charisma modifier. Unlike other spell-like abilities, invocations have a somatic component, and are subject to arcane spell failure chances from medium or heavy armor.

Venk's Invocations

If you don't have access to *Complete Arcane*, use the following notes when using Venk's invocations during play. She can use all of these invocations at will; activating an invocation is a standard action that provokes attacks of opportunity. The number that follows each invocation's name is its effective spell level. The effects of her invocations are included in her stat block as appropriate.

***Dark One's Own Luck* (Sp)** Venk gains a luck bonus equal to her Charisma bonus to Fortitude, Reflex, or Will saves for 24 hours. She typically applies this bonus to Fortitude saves.

***Eldritch Spear* (Sp)** Increases the range of her *eldritch blast* to 250 feet.

***Flee the Scene* (Sp)** Venk can *dimension door* (as the spell) once per round at will, although the range is only 45 feet. When she uses this ability, she leaves behind a *major image* of herself in her place that lasts for 1 round and reacts appropriately to attacks as if she were concentrating on it.

***Hideous Blow* (Sp)** As a standard action, Venk can make a single melee attack. If she hits, the target is affected as if struck by her *eldritch blast*—this damage is in addition to any weapon damage she deals.

***Voracious Dispelling* (Sp)** Venk can use *dispel magic* as the spell, at will. Any creature with an active spell effect dispelled by this invocation takes 1 point of damage per level of the spell (no save).

Telepathic Bond Venk shares a permanent *Rary's telepathic bond* with Dragotha and Zyrith.

ZYRITH **CR 17**

Advanced wyvern aerial avenger 10

CE Huge dragon

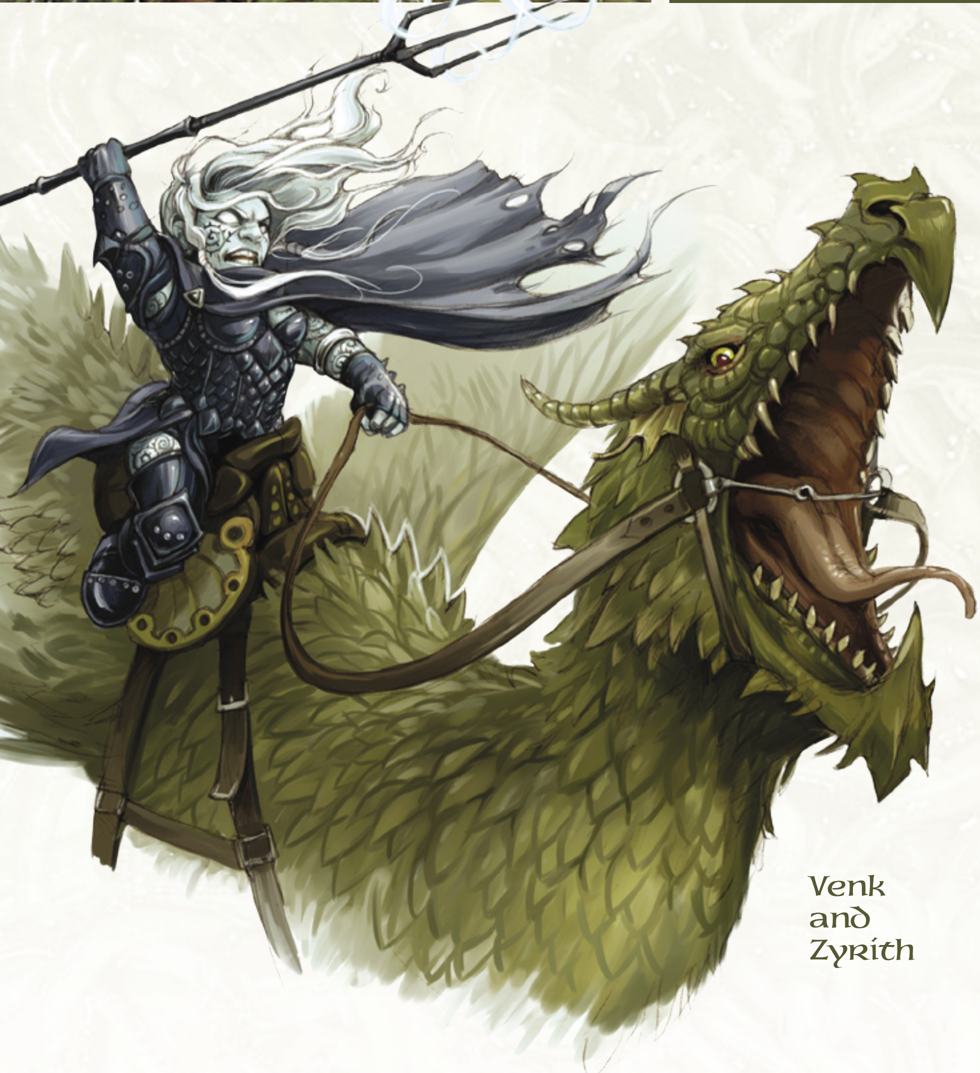
Monster Manual 259, *Dragon Compendium* 66

Init +7; **Senses** darkvision 60 ft., low-light vision, scent; Listen +26, Spot +26

Languages Draconic

AC 35, touch 13, flat-footed 32; Dodge, Mobility

hp 250 (20 HD)



Venk and Zyrith

Immune sleep, paralysis
Fort +17, **Ref** +17, **Will** +11; evasion

Spd 20 ft., fly 80 ft. (good)
Melee sting +25 (2d6+10 plus poison) and bite +23 (3d8+5) and 2 wings +23 (2d6+5) and 2 talons +23 (3d6+5)
Space 15 ft.; **Reach** 10 ft.
Base Atk +17; **Grp** +35
Atk Options Power Attack, death from above +2, improved grab (talons), momentum +3, power dive, range increase
Special Atk swoop, terrifying shriek

Abilities Str 30, Dex 16, Con 24, Int 8, Wis 12, Cha 6
SQ telepathic bond
Feats Ability Focus (poison), Alertness, Armor Proficiency (light), Dodge, Flyby Attack, Improved Initiative, Mobility, Multiattack, Improved Natural Attack (sting), Power Attack
Skills Hide +18, Listen +26, Move Silently +26, Spot +26, Tumble +20
Possessions *+4 mithral breastplate barding, amulet of natural armor +2, ring of protection +2, ring of evasion*

Death From Above (Ex) If in the air above a foe, Zyrith gains a +2 competence bonus on attack rolls.
Momentum (Ex) If in the air, Zyrith gains a +3 competence bonus on damage rolls.
Poison (Ex) Injury, Fortitude DC 24, initial and secondary damage 2d6 Con.
Power Dive (Ex) When Zyrith makes a dive (charge) attack, he deals +1d6 damage if he hits.
Range Increase (Ex) When making a ranged attack in the air, Zyrith increases the distance of any range increment by 50%.
Swoop (Ex) While flying in a straight line using a full-round action, Zyrith can move his fly speed and make a melee attack at every foe within reach on his path. For each foe attacked beyond the first, each attack suffers a –1 penalty. Zyrith gives up his regular attacks to take this action. This extraordinary ability draws no attacks of opportunity, even if Zyrith passes through threatened areas on his way through the swoop.
Telepathic Bond Zyrith shares a permanent *Rary's telepathic bond* with Venk.
Terrifying Shriek (Ex) Zyrith can add a shrill shriek to his swoop attack, causing all creatures within 50 feet of the point of the first attack to make a DC 18 Will save or become panicked for 1d6+4 rounds.

Tactics: It takes Zyrith and Venk a few rounds to reach the PCs, during which time Venk uses her *wand of barkskin +4* and *wand of displacement* on herself and Zyrith. The two don't stop to talk when they reach the PCs.

Zyrith's tactics generally consist of using multiple swoop and terrifying shriek attacks as long as the enemies are in a formation that approximates a line. Otherwise, he makes use of death from above and Flyby Attack, focusing on stinging foes. He resorts to full-round attacks only against aerial foes or single ground-based targets.

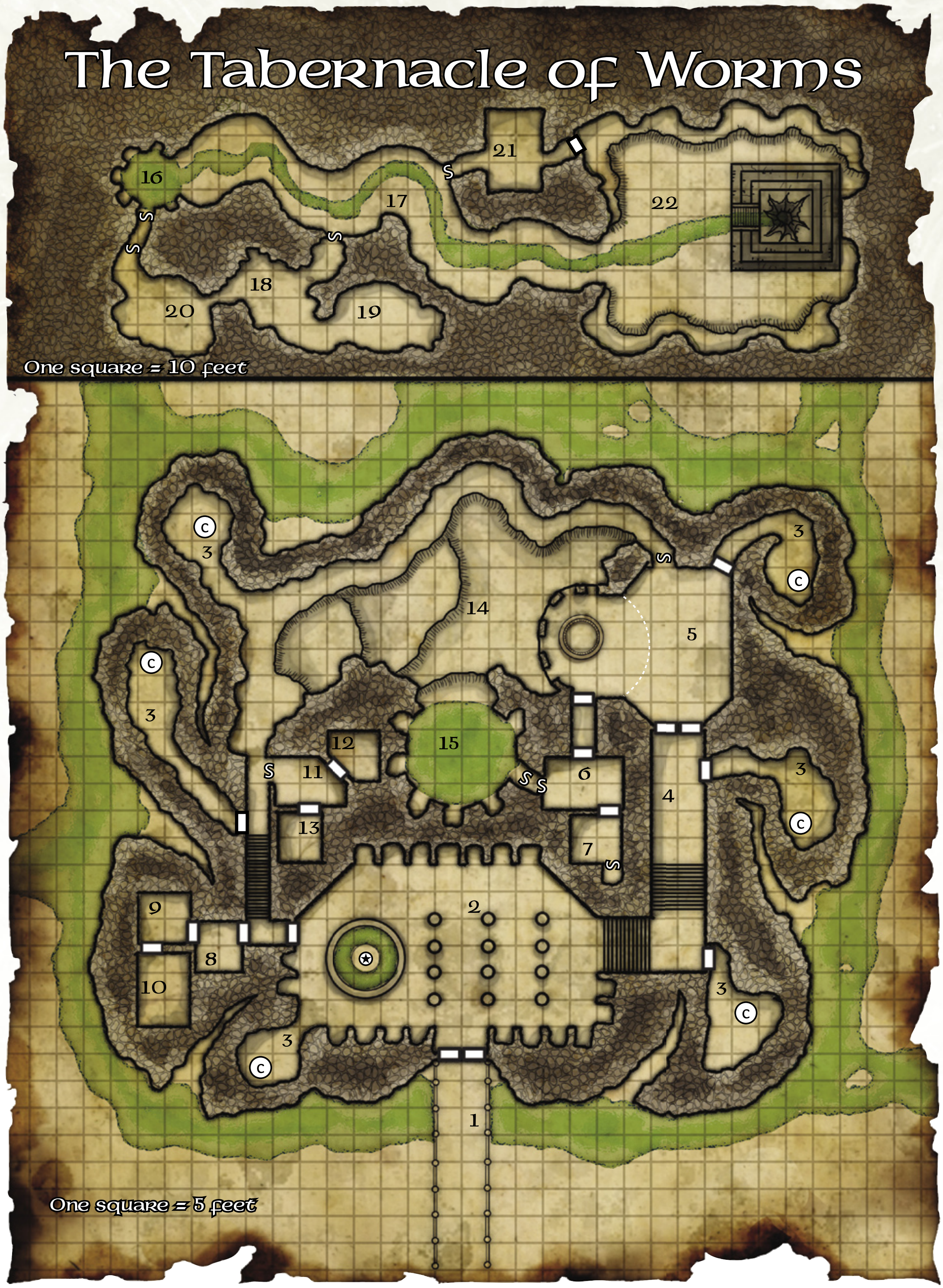
Venk uses her *eldritch blast* each round against foes that have strong ranged or flight capabilities, or *voracious dispelling* against foes that seem to have a lot of magic protection. Remember that once per round she can make a Ride check to negate attacks against Zyrith by using her Mounted Combat feat. If she or Zyrith is brought below 50 hit points, they both attempt to flee back to the Tabernacle. Once they reach it, Venk flees the scene into the tabernacle (area **5** if possible) and then uses her *bracelet of friends* to call her wyvern ally inside as well.

1. Tabenacle Entrance (EL 15)

> Two massive stone doors set into the side of the fortress block further progress. Each door seems to be made of dark stone, yet each ripples like shivering flesh as countless green worms burrow through it.

The entrance doors are immense wormdoors, twice as large as those found within the tabernacle. Furthermore, the doors themselves are *arcane locked* (caster level 20).

Huge Wormdoor: 8 in. thick; Hardness


The Tabernacle of Worms
21
16
S
17
22
S
S
S
18
20
19
One square = 10 feet
C
3
S
3
C
14
5
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12
15
S
11
S S
6
4
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13
C
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3
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1
One square = 5 feet

10; hp 180; fast healing 20; Break DC 38.

Trap: Any attempt to open the doors by a non-worshiper of Kyuss results in a flash of green light as a single overworm is summoned to defend the entrance. Summoned overworms remain for 20 rounds before vanishing, but a new one is summoned each time someone attempts to open the door or otherwise damage it. The worms can appear anywhere within 100 feet of the doors.

The 80-foot-long green overworm has a vicious maw ringed with row upon row of needle-like teeth. The worm's green bulk flattens on its underside, its color lightening and the rings of its musculature becoming tighter. It has no obvious sensory organs, yet reacts to sound and movement with surprising speed.

Wormcall Trap: CR 15; magic device; touch trigger; automatic reset; summons one overworm to any point within 100 feet; Search DC 35; Disable Device DC 40.

OVERWORM **CR 15**

Always CE gargantuan magical beast

DUNGEON #130

Init +3; **Senses** darkvision 60 ft., tremorsense 60 ft; Listen +24, Spot +1

AC 26, touch 5, flat-footed 26

hp 250 (20 HD); **DR** 15/silver

Immune mind affecting effects, poison

Fort +21, **Ref** +11, **Will** +7

Spd 20 ft., burrow 20 ft., swim 10 ft.

Melee* bite +21 (4d6+42/19–20)

Space 20 ft.; **Reach** 20 ft.

Base Atk +20; **Grp** +47

Atk Options Awesome Blow, Improved Bull Rush, Power Attack, improved grab (bite), swallow whole

Special Atk call of the wormgod

*Includes adjustment for 10-point Power Attack

Abilities Str 40, Dex 8, Con 24, Int 1, Wis 12, Cha 8

SQ obey the wormtouched, worm infested

Feats Awesome Blow, Great Fortitude, Improved Bull Rush, Improved Critical (bite), Improved Initiative, Improved Natural Attack (bite), Power Attack

Skills Listen +24

Environment Any Kyuss-associated

Organization Solitary, pair, or swarm (3–6)

Treasure None

Advancement 21–30 HD (Gargantuan), 31+ HD (Colossal)

Call of the Wormgod (Su) Once per round as a free action, an overworm can project this foul and cancerous will into other living creatures, targeting any one living creature within 120 ft. The target must make a DC 19 Will save or be stunned, its mind filled with the horrid visions that writhe within the divine consciousness of Kyuss. Each round at the start of its turn, the victim may attempt a new saving throw to end the effect as a full-round action that does not provoke attacks of opportunity. This is a mind-affecting effect. The save DC is Charisma-based.

Improved Grab (Ex) To use this ability, an overworm must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can attempt to swallow the foe on the following round.

Obey the Wormtouched (Su) Although they are nearly mindless, overworms unerringly follow simple commands given by other undead servants of Kyuss.

Swallow Whole (Ex) An overworm can try to swallow a grabbed opponent of at least one size category smaller than itself by making a successful grapple check. Once inside, the opponent takes 2d8+16 points of crushing damage plus 6 points of acid damage per round from the worm's gizzard. The victim is also targeted by the worms that dwell in the overworm's body (see Worm Infested, below). A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 25 points of damage to the gizzard (AC 20). Once the creature exits, muscular action closes the hole. Another swallowed opponent must cut its own way out. An overworm's gut can hold 2 Medium, 8 Small, 32 Tiny, or 128 Diminutive or smaller opponents.

Worm Infested (Ex) An overworm is host to hundreds of smaller worms of Kyuss. Any creature that attacks an overworm with a natural weapon, unarmed strike, or light melee weapon must make a DC 19 Reflex save or a number of worms latch on to his flesh and begin burrowing into his body. The save DC is Dexterity-based. Once infested, the victim takes 1d6 points of damage per round for 1d4+1 rounds. At the end of that period, the worms reach the host's brain. While the worms are inside a victim, a *remove curse* or *remove disease* effect destroys them, and a *dispel evil* or *neutralize poison* effect delays their progress for 10d6 minutes. A successful DC 20 Heal check extracts the worms and kills them, although this check takes 1d3 rounds to perform and the worms may reach the brain before the Heal check succeeds. Once the worms reach the brain, the victim takes 2d4 points of Intelligence damage per round until the worms are killed (by *remove curse* or *remove disease*) or they slay the host (death occurs at 0 Intelligence). A Small, Medium, or Large humanoid slain by these worms rises as a sword of Kyuss (see *DUNGEON* #130) 1d6+4 rounds later. A Tiny or smaller creature quickly putrefies, and a Huge or larger creature (or any non-humanoid creature) becomes a normal zombie of the appropriate size. Newly created undead are not under the overworm's control.

2. Temple of the Worm (EL 20)

This immense hall has a vaulted ceiling that rises to a height of nearly eighty feet. The floor is of highly polished stone. To the east, a flight of stairs leads up to a passageway, while a single writhing door of worms sits in the west wall. Numerous alcoves line the walls, each of which glows with golden light and contains some sort of free-standing portal. A bank of stone pillars supports the vaulted ceiling in the east portion of the chamber, while to the west, the room is open. Here, a fifteen-foot-wide fountain of green liquid churns and sloshes. Standing on a pedestal in the center of the fountain is a ten-foot-tall humanoid statue dressed in tattered robes. The figure's hands and part of its face are visible—and appear to be made of hundreds of worms.

This chamber is the primary place of worship for the faithful of Kyuss. His clerics from around the world are expected to make a pilgrimage to this chamber to offer their prayers by the time they reach 10th level. The cult is not as organized as most other faiths; they do not hold sermons nor large ceremonies. Worship of the Wormgod is a personal thing.

The "water" in the fountain is in fact green slime. When sacrifices are made to Kyuss, the cultists often use this slime pool to amputate their victim's limbs, burning the slime away before the torso is endangered. The helpless victim is then brought to the wormvent (area **15**) and allowed to float gently down to the feasting caverns below. There are effectively eight patches of green slime in the fountain.

Each of the glowing golden alcoves in this chamber contains a single door that leads to a separate and permanent *Mordenkainen's magnificent mansion*, each keyed to one of the 19 avolakia clerics who dwell here.

Creatures: Kyuss' cult is led by a coven of twenty priests. One of these is Lashonna herself, while the other 19 are avolakia clerics. These 19 clerics dwell here, although a fair number of them are currently elsewhere, preparing for the Age of Worms. Only six remain in this area. If the tabernacle is on alert, they are ready to defend this chamber; otherwise, they remain in their separate *mansions*, emerging once the overworms in area **3** raise the alarm.

AVOLAKIA PRIEST (6) CR 15
Avolakia cleric 10 (Kyuss)
NE Large aberration (shapechanger)
Monster Manual II 29
Init +3; **Senses** darkvision 60 ft.; Listen +11, Spot +11
Languages Avolakia, Draconic, Undercommon

AC 24, touch 20, flat-footed 21
hp 170 (20 HD); regeneration 4
Immune cold, disease, energy drain, paralysis
Resist fire 10; **SR** 21
Fort +14, **Ref** +9, **Will** +25

Spd 20 ft.
Melee bite +18 (2d6+5 plus poison) and 8 claws +16 (1d4+2)
Space 10 ft.; **Reach** 10 ft.
Base Atk +14; **Grp** +16
Atk Option smite 1/day (+4 attack, +10 damage)
Special Atk death touch 1/day (10d6 damage), rebuke undead 11/day (+10, 2d6+18), *suggestion*
Spells Prepared (CL 10th, +18 touch)
5th—*mass cure light wounds* (2), *flame strike* (DC 26), *slay living*^{D} (DC 27), *wall of stone* (DC 26)
4th—*air walk*, *cure critical wounds*, *death ward*^{D}, *freedom of movement*, *sending*, *spell immunity*
3rd—*blindness/deafness* (DC 25), *contagion*^{D} (DC 25), *cure serious wounds* (3), *dispel magic*, *magic circle against good*
2nd—*cure moderate wounds* (2), *death knell*^{D} (DC 24), *enthrall* (DC 23), *hold person* (DC 23), *resist energy*, *silence* (DC 23), *spiritual weapon*
1st—*command* (DC 22), *cure light wounds* (4), *divine favor*, *inflict light wounds*^{D} (DC 23), *sanctuary* (DC 22)
0—*cure minor wounds* (2), *guidance*, *mending*, *read magic*, *resistance*
D Domain Spell; **Domains** Death, Destruction
Spell-Like Abilities (CL 14th, +16 ranged touch)
At will—*chill touch* (DC 19), *cause fear* (DC 19), *detect magic*, *disrupt undead*, *gentle repose*, *ghoul touch* (DC 20), *halt undead* (DC 20), *mage hand*, *read magic*, *spectral hand*
3/day—*animate dead*, *create undead*, *enervation*, quickened *vampiric touch*

Abilities Str 20, Dex 16, Con 19, Int 14, Wis 32, Cha 26
SQ alternate form, defensive aura, spontaneous casting (inflict spells)
Feats Combat Casting, Combat Reflexes, Craft Wondrous Item, Improved Initiative, Multiattack, Quicken Spell-Like Ability (*vampiric touch*), Spell Focus (necromancy)
Skills Bluff +21, Concentration +17, Diplomacy +12, Knowledge (religion) +22, Sense Motive +24, Spellcraft +15
Possessions *bracers of armor +4*, *periapt of Wisdom +4*

Alternate Form (Su) An avolakia can polymorph (as the spell) into any humanoid creature at will. It can remain in its assumed form indefinitely. While in humanoid form, the avolakia loses the benefits of its protective slime, and no longer has fire resistance 10 or a +10 bonus on Escape Artist checks.
Defensive Aura (Su) An avolakia gains a deflection bonus to its Armor Class equal to its Charisma bonus.
Poison (Ex) Injury, Fortitude DC 24, initial damage 1d6 Wisdom, secondary damage 2d6 Wisdom.
Regeneration (Ex) Acid, fire, and electricity deal lethal damage to an avolakia.
***Suggestion* (Sp)** When in humanoid form, an avolakia can implant suggestions with its melodious and hypnotic voice. By speaking soothingly to a single creature within 50 feet, the avolakia can create an effect identical to that of a quickened *suggestion* spell (caster level 10th, Will save DC 28). An opponent in eye contact suffers a –2 penalty on the saving throw. An avolakia can use this spell-like ability a number of times per day equal to its Charisma modifier.
Skills Due to the slime it constantly exudes, an avolakia in its true form gains a +10 competence bonus on Escape Artist checks.

Tactics: The avolakia priests work together to repel intruders. If they have time to prepare, each priest casts *death ward*, *air walk*, and *freedom of movement*. They then assume the form of attractive humanoids and prepare actions to use *suggestion* on anyone who enters the chamber, suggesting that they lay down their arms and accompany the priests into their mansions, one at a time. A character who agrees to retreat into a mansion with an avolakia priest is on his own against the creature, which tries its best to kill him with a coup de grace bite.

In combat, three of the priests engage the party while the other three hang back to support their allies with healing and ranged spells. They enjoy using *walls of stone* to split up the party.

3. Wormspire (EL 15)

There are six wormspires in the tabernacle; each looks fairly similar. The room itself is a domed cavern with a five-foot-wide hole in the ceiling that leads about 60 feet up. Anyone standing below this hole feels a gentle updraft of air. A creature that concentrates can activate a *levitate* effect that lifts or lowers him. Sixty feet above the floor, the shaft ends next to a strange pair of writhing worm-like tubes. A character who affixes these tubes to his eyes can then observe the outer cavern through the senses of the associated overworm wrapped around the spire. A non-worshiper of Kyuss who attempts this must make a DC 20 Will save to keep these worms under mental control, otherwise they quickly (and painfully) eat the character's eyes, causing permanent blindness that requires a *regeneration* spell to cure.

Creatures: The overworms around these spires do not release their grip on the spires, but attack anything that comes in reach.

Three wormspires (determine which ones randomly) are occupied by a single avolakia priest observing the surrounding caverns.

Overworms (6): hp 250; see page 76.

Avolakia Priests (3): hp 170; see page 77.

4. Grace of the Green

The walls, floors, and ceiling of this twenty-foot-high hall shimmer and waver with green light.

All of this hallway's surfaces are in fact *permanent illusions* (DC 22) that cover the truth; the walls, ceiling, and floor of this hallway seethe with Kyuss worms. Anyone who comes into contact with the worms must make a DC 20 Fortitude save each round or become infested as if he attempted to pass through one of the tabernacle walls.

5. Birthing Chamber (EL 3)

The stony walls of this vaulted chamber ripple with the burrowing passage of thousands of hissing green worms. Above, the ceiling is a dome of green light that illuminates the chamber with a nauseating viridian shade. To the west, the wall curves and features five tall windows that look out into a large cavern. The floor near these windows rises up to form a lip or rim around a five-foot-wide hole in the floor from which delicate tendrils of green mist rise. A cage made of writhing green metal hangs from a stalk of green affixed to the ceiling above, its empty confines twisting lazily in the air above the misting hole.

This sinister chamber is where Kyuss (and later his minions) prepared the chosen few for transformation into one of the most dangerous of the Wormgod's undead minions—the Kyuss Knight. The PCs have encountered several of these menaces before (in "The Spire of Long Shadows", issue #130), and although they won't encounter any in this adventure, they shall in "Dawn of a New Age" (issue #135), for Lashonna has used the chamber several times of late to produce additional minions. Dragotha, concerned by Lashonna's motives, destroyed the vampire sorcerer Levashti who once dwelt nearby and oversaw the creation of the knights, replacing the undead minion of Lashonna with his own champion, a derro warlock named Venk.

Any character who comes into contact with the walls here must make a DC 20 Fortitude save each round or become infested as if he attempted to pass through one of the tabernacle walls.

The pit is a stone shaft that extends through the wormdrake's cave (area **14**) and down 500 feet to a fifteen-foot-diameter sphere-shaped room. This chamber was once a focus for Kyuss' thoughts and emotions, and transformed anyone within into a unique Kyuss Knight (if the creature pleased the Wormgod) or utterly annihilated him. Now that Kyuss' stony prison has been moved to Alhaster, this chamber's latent energies simply bestow 1d6 negative levels per round upon any living creature within. A creature that gains a number of negative levels equal to its Hit Dice is transformed into a zombie.

Creature: The cage hanging over the pit can be opened and closed at a touch (a free action). Once opened, the cage animates and attempts to catch the nearest living creature, at which point it drops into the chamber below. The stalk attaching the cage to the ceiling extends elastically so that the cage comes to a standstill in the room below in only one round, and remains extended until the creature within is transformed into a zombie. The cage and stalk comprise a single animated object made of a strange elastic metal.

Animated Cage, Large animated object: hp 52; Space/Reach 5 ft./10 ft.; SA improved grab; SQ hardness 20; *Monster Manual* 14.

Development: Any noise in this chamber immediately alerts Venk if she's in area **6**, and she comes to investigate at once. If she finds the PCs in here, she fights against them for a few rounds before fleeing to Zyrith's side outside. If Venk already encountered the PCs and has retreated here, she and Zyrith do their best to finish the job, possibly bull rushing characters into the pit. Venk remains in telepathic contact with Dragotha at all times, so even if the PCs defeat her, she can advise her lord on their strengths and weaknesses. If brought below 50 hit points, she abandons Zyrith to his fate and flees to the south, through the secret door in area **6** and up the wormvent to report her failure to Dragotha and perhaps fight at his side.

6. Venk's Parlor

This warm, thickly-carpeted chamber seems almost welcoming. Large padded chairs sit against the walls near low tables, and a large shelf of oversized books rests against the south wall next to one of the strange worm-infested doors.

Venk spends much of her time here, enjoying one of her hundreds of books. She is unlikely to be encountered here unless the PCs are exceptionally stealthy.

Treasure: The books on the shelves are an extensive collection of texts about demonology, the lower planes, and their impact on the Material Plane. Anyone who uses these books as an aid while making a Knowledge (the planes) check about these topics gains a +4 circumstance bonus on the check. The collection weighs 200 pounds in all and is worth 5,000 gp.

7. Venk's Bedroom

This room is thickly carpeted and dark, featuring a four-poster bed covered with silk sheets and nearly a dozen pillows.

A secret panel on the south wall hides a small niche where the previous vampiric occupant of the room hid a second coffin and some treasure. Venk has not yet discovered this alcove, since it's a DC 35 Search check to even notice the secret door.

Treasure: The hidden niche to the south contains a halfling-sized coffin filled with thick, moist grave dirt. Nothing dwells within, as Dragotha recently destroyed the vampire minion Lashonna kept here. On a shelf on the wall next to the coffin sit four pieces of jewelry; a pair of diamond and gold earrings worth 2,000 gp, a red metal ring set with five rubies worth 4,500 gp, a pearl and opal anklet worth 1,500 gp, and a bejeweled ring of silver set with star sapphires. The ring bears Lashonna's personal seal, and characters who have met Lashonna immediately recognize the distinctive mark, although how the ring came to be here may baffle them. The ring radiates strong conjuration magic, and is in fact a "key" of sorts, allowing the wearer and anyone touching him to *teleport* directly into Lashonna's sanctum below the Alhaster Boneyard. Activating the ring requires a command word that can be divined with a bit of research or a spell like *vision* or *legend lore*. Lashonna knows her vampiric minion has been destroyed, but the fact that Dragotha hasn't yet used this ring to invade her sanctum gives her hope that it hasn't yet been found. Nonetheless, she's arranged a nasty surprise for the next person to use this ring to pay her a visit.

The ramifications of teleporting into Lashonna's lair with this ring are detailed in the next adventure. Needless to say, traveling there before Dragotha is defeated is a poor decision at best.

8. Guardroom (EL 20)

This chamber has a high ceiling that vaults to a height of nearly fifty feet overhead.

Creatures: The two rooms beyond this chamber contain the Tabernacle's library—the collected lore of a cult several centuries old. A single avolakia priest guards this chamber at all times

Avolakia Priest: hp 170; see page 77.

9. Study

The walls of this chamber glisten and shimmer, almost as if they were coated with a thin layer of water. A circular table sits in the center of the room, surrounded by three chairs.

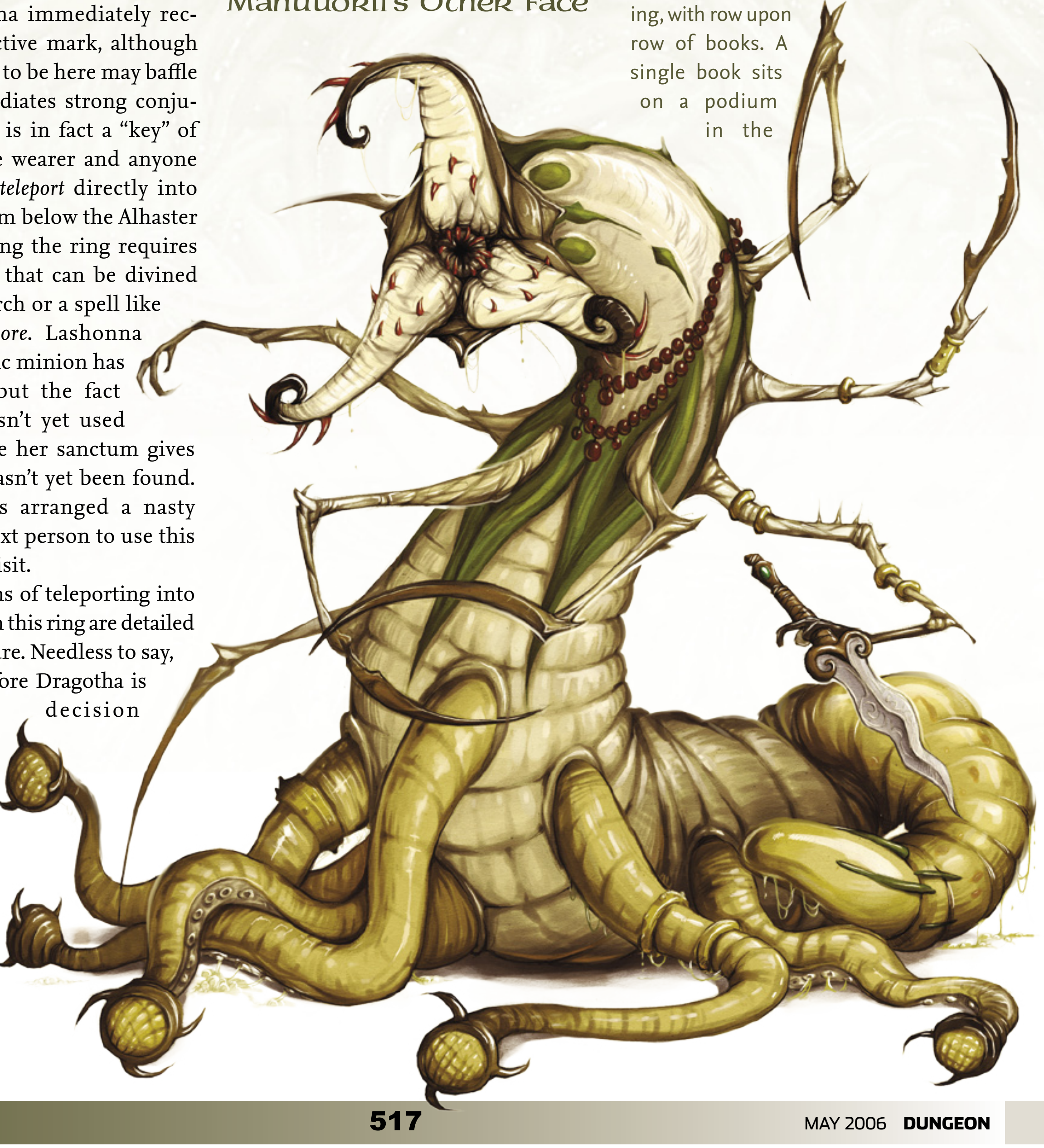
Removal of the books from area **10** is forbidden, so cultists who must research them do so in this room before returning the tome to the proper shelf.

The glistening walls are in fact a permanent *wall of force* effect that lines all surfaces of this room, preventing entrance save by the doors. This room is also protected by a permanent *dimensional lock* effect. Both of these effects function at caster level 20.

10. Library Vault

The walls of this sixty-foot-tall chamber are lined, floor to ceiling, with row upon row of books. A single book sits on a podium in the

Mahuudril's Other Face



center of the room, its identity masked by a black sheet of silk draped over the podium's top.

No ladders exist in this room; characters who wish to browse the shelves must be able to fly, *air walk*, or otherwise escape gravity.

This room is protected by a *dimensional lock* and *walls of force*, like area **9**.

Treasure: This collection of books covers a huge range of subjects, from arcane mysteries to religion, history to geography. Any Knowledge check (save for local or nobility and royalty) made using these books gains a +4 circumstance bonus on the check. There are no magical books kept here, with the sole exception of the book on the podium—a *Book of Vile Darkness*.

Development: Among other things, the books in this room detail the entirety and the truth of Kyuss' history, as detailed in this campaign. You can use these books to feed the PCs answers to questions that may have been burning in their minds as you see fit.

11. Mahuudril's Parlor (EL 19)

The decadence of this chamber is nearly overwhelming. Thick carpet covers the floor, a crystal chandelier hangs from the ceiling, and high-backed padded chairs and couches sit against the walls. A low marble table in the middle of the room is covered with an array of tantalizing drinks and foodstuffs. Soft music fills the air with a relaxing, soothing melody, and even the air itself feels warm and comforting.

The music, food, and warm breezes in this room are the product of a *permanent illusion*, but everything else here is real.

Characters who eat the food or drink the wine find it delicious for the first few bites, but then a sudden putrid aftertaste quickly blooms into full-blown nausea. A DC 19 Will save allows a character to see through the illusion to realize he's been eating twitching, writhing parts from undead creatures (mostly animal zombies kept fastened to the tabletop by small chains). In any case, anyone who eats the food exposes themselves to filth fever (*Dungeon Master's Guide* 292).

Creatures: These chambers are the lair of one of the most powerful avolakias in the service of Kyuss, a sorcerer named Mahuudril. The PCs have encountered Mahuudril once before, in the guise of a merchant lady at Prince Zeech's party. Mahuudril, with Lashonna's aid, was the architect of the heretical cult of the Ebon Triad, and has recently returned to the Tabernacle of Worms at the vampiric silver dragon's request to do what she can to maintain Dragotha's ease of mind while Lashonna prepares to betray him.

Unfortunately for Lashonna, Dragotha saw through Mahuudril's bluff. Rather than kill the avolakia sorcerer, he instead turned the tables on Lashonna and won Mahuudril back to his side with his own silvered tongue. With her aid, he was almost able to prevent the theft of Kyuss' monolith, but in the end Lashonna managed to transport it to Alhaster. Now, Mahuudril spends her time here, waiting for Dragotha's order to return to Lashonna's side to betray her old mistress. For now, Dragotha wants Mahuudril to aid in the defense of the tabernacle, in case Lashonna's pets (the PCs) have the luck to make it this far.

MAHUUDRIL CR 19

Female avolakia sorcerer 14

CE Large aberration (shapechanger)

Monster Manual II 29

Init +4; **Senses** darkvision 60 ft.; Listen +9, Spot +9

Languages Avolakia, Common, Draconic, Undercommon

AC 31, touch 23, flat-footed 27

hp 248 (24 HD); regeneration 4

Immune cold, disease, energy drain, paralysis

Resist fire 10; **SR** 21

Fort +16, **Ref** +11, **Will** +23

Spd 20 ft.

Melee *+3 speed dagger* +20/+20/+15/+10 (1d6+6/19–20) and bite +16 (2d6+1 plus poison) and 7 claws +16 (1d4+1)

Space 10 ft.; **Reach** 10 ft.

Base Atk +14; **Grp** +21

Special Atk *suggestion*

Spells Prepared (CL 14th, +17 ranged touch)

7th (4/day)—*finger of death* (DC 27)

6th (7/day)—*geas/quest* (DC 26), *repulsion* (DC 26)

5th (8/day)—*cone of cold* (DC 25), *summon monster V*, *wall of force*

4th (8/day)—*dimension door*, *ice storm*, *greater invisibility*, scrying

3rd (8/day)—*dispel magic*, *displacement*, *fly*, *greater magic weapon*

2nd (9/day)—*cat's grace*, *detect thoughts* (DC 22), *Melf's acid arrow*, *mirror image*, *resist energy*

1st (9/day)—*alarm*, *charm person* (DC 21), *grease* (DC 21), *magic missile*, *protection from good*

0 (6/day)—*acid splash*, *dancing lights*, *ghost sound* (DC 20), *mending*, *message*, *open/close*, *prestidigitation*, *resistance*, *touch of fatigue* (DC 20)

Spell-Like Abilities (CL 14th, +16 touch, +17 ranged touch)

At will—*chill touch* (DC 21), *cause fear* (DC 21), *detect magic*, *disrupt undead*, *gentle repose*, *ghoul touch* (DC 21), *halt undead* (DC 21), *mage hand*, *read magic*, *spectral hand*

3/day—*animate dead*, *create undead*, *enervation*, quickened empowered *vampiric touch*

Abilities Str 16, Dex 18, Con 24, Int 18, Wis 24, Cha 30

SQ alternate form, defensive aura, summon familiar (rat named Shlenkus)

Feats Alertness, Combat Reflexes, Craft Wondrous Item, Empower Spell-Like Ability (*vampiric touch*), Extend Spell, Forge Ring, Maximize Spell, Multiattack, Negotiator, Quicken Spell-Like Ability (*vampiric touch*), Weapon Finesse

Skills Bluff +36, Concentration +34, Diplomacy +42, Escape Artist +14, Intimidate +38, Knowledge (religion) +14, Sense Motive +18, Spellcraft +31

Possessions *+1 speed dagger*, *bracers of armor +6*, *ring of force shield*, *ring of Charisma +6* (as *cloak of Charisma +6*), *amulet of health +4*

Alternate Form (Su) Mahuudril can polymorph (as the spell) into any humanoid creature at will. She can remain in her assumed form indefinitely. While in humanoid form, she loses the benefits of her protective slime, and no longer has fire resistance 10 or a +10 bonus on Escape Artist checks.

Defensive Aura (Su) Mahuudril gains a deflection bonus to her Armor Class equal to her Charisma bonus.

Poison (Ex) Injury, Fortitude DC 29, initial damage 1d6 Wisdom, secondary damage 2d6 Wisdom.

Regeneration (Ex) Acid, fire, and electricity deal lethal damage to Mahuudril.

***Suggestion* (Sp)** When in humanoid form, Mahuudril can implant suggestions with her melodious and hypnotic voice. By speaking soothingly to a single creature within 50 feet, she can create an effect identical to that of a quickened *suggestion* spell (caster level 10th, Will save DC 23). An opponent in eye contact suffers a –2 penalty to the saving throw. Mahuudril can use this spell-like ability a number of times per day equal to her Charisma modifier.

Skills Due to the slime she constantly exudes, Mahuudril in her true form gains a +10 competence bonus on Escape Artist checks.

Tactics: Mahuudril reacts quickly if the overworm alarm is triggered. She casts *protection from good*, *cat's grace*, *resist energy* (against any energy types she knows the PCs use), *fly*, and *greater invisibility* on herself, taking at least 5 rounds before she begins to patrol the tabernacle, looking for the PCs. Once she finds them, she waits until they're in a combat or distracted by a trap before she attacks with *finger of death*, using *wall of force* and *repulsion* to further scatter the PCs. If she encounters a lone PC, she uses her *suggestion* ability to lure the PC into the prison (area **12**) where she tortures the victim to death before seeking out another PC to catch. If brought below 50 hit points, she uses *dimension door* to escape to the wormvent and join Dragotha.

12. Prison

The walls of this dank chamber feature no fewer than six hanging manacles, the cuffs stained with blood. A single bowl for food, water, and waste sits in the center of the room.

This prison cell is empty unless one of the PCs has been captured by Mahuudril. The cell itself is protected by *walls of force* and *dimensional lock* (see area **9**).

13. Bedchamber

The walls of this chamber seem coated with poorly-preserved skin. The entire place reeks of decay, and something below the layer of skin on the floor seems disturbingly pulpy and alive.

Mahuudril rests in this disturbing chamber. The pulp below the floor is in fact a thick layer of Kyuss worms; Mahuudril finds their writhing to be especially soothing and relaxing. The worms do not burrow through the necromanticly preserved flesh, but if the skin is cut, they spill out to infest the cutter as if he had attacked a wormdoor.

14. Wormdrake Lair (EL 20)

The ceiling of this immense cavern rises up to a point nearly seventy feet above the ledge that overlooks it from the southern entrance. This ledge winds upward along the northern wall, around a corner to the east. The cave floor itself drops away in three shelves, each ten feet lower than the last. To the east, a stone pillar rises up from the floor and into the underside of a circular room that protrudes balcony-like into the cave from a chamber to the east. Strewn around the base of the pillar is a fantastic swath of coins and other objects. The cave itself is filled with a shimmering green glow from a huge circular pit to the south.

Creatures: One of Dragotha's greatest creations, a wormdrake, dwells in this chamber. The beast combines the worst aspects of a dragon and an overworm, and is completely loyal to Dragotha. This wormdrake serves as a guardian to the wormvent (area **15**), but it pursues enemies anywhere in the tabernacle that it'll fit.

Wormdrake: hp 377; see Appendix.

Treasure: This wormdrake has collected a large amount of treasure over the centuries, mostly from adventurers foolish enough to try to invade the tabernacle, but some from raids against the outer world—the wormdrake sometimes accompanies Dragotha on these attacks. The treasure consists of 28,000 gp, 4,000 pp, a *potion of cure serious wounds*, a *potion of cat's grace*, a *potion of reduce person*, a *metamagic rod of enlarge*, a *staff of enchantment* (42 charges), a *wand of charm person* (3 charges), a *bronze griffon figurine of wondrous power*, and a *robe of stars*.

15. Lower Wormvent

A twenty-foot-wide shaft extends up through the ceiling and down into the depths of the earth. Dozens, if not hundreds, of alcoves line the walls of this shaft. Some of these are empty, but just as many contain the desiccated remains of a strange tentacled wormlike creature. The shaft itself fades into darkness above and below, and a thick rain of green fluid cascades down the center of the shaft, filling the air with an oily haze and coating the walls with moisture.

The greenish rain that cascades down this shaft is a manifestation of Kyuss' divine blood. The green fluid normally pooled in the Writhing Sanctum above, but when Lashonna tore Kyuss' monolith prison free, the resulting "wound" began to bleed. The green water formed a river that runs along the approach to the sanctum and rains down this shaft into the depths below. The fluid is freezing cold to the touch, and any creature in the shaft takes 1d6 points of cold damage per round. Worse, the rain is infused with the taint of Kyuss. Any living creature exposed to this rain of the Wormgod's blood must make a DC 25 Reflex saving throw to avoid taking 2d4 points of Constitution drain each round. On a successful save, the victim only takes 1 point of Constitution drain. Creatures that are immune to disease are immune to the effects of this green rain.

The avolakia bodies in the niches are long dead and harmless, despite their hideous appearance.

Any creature or object that enters this shaft begins to float downward at a rate of 60 feet per round. By concentrating, a creature can halt or even reverse this fall, levitating up at a speed of up to 60 feet.

The wormvent leads up nearly 300 feet, traveling along the inside of the central pillar of the tabernacle's exterior and high up into the stone above, leading to area **16**. Below, the shaft drops nearly

2,000 feet into an immense cavern filled with millions of Kyuss worms ranging in size from threads to immense 60-HD overworms. These creatures live and die in this cave, feasting upon each other. They certainly welcome a change in diet if anyone is foolish enough to explore this ruinous region.

16. Upper Wormvent

This area connects to area **15**.

17. The Worm's Path (EL 21)

A circular tube winds through the rock, its walls glassy and smooth as if burned with great heat or acidic force. Swarms of writhing green worms cling to the walls and ceiling in horrific defiance of gravity, although now and then clumps of the green menaces drop down like chunks of snow falling from the boughs of a tree. A river of thick green fluid rushes down the tube to the west, and the nearly freezing air smells thick with corruption.

The walls of this tube fester with Kyuss worms; anyone who touches them must make a DC 20 Fortitude save each round or become infested as if he attempted to pass through one of the tabernacle walls. The dropping worms are easy enough to avoid as long as a creature keeps an eye on them. Contact with the river of green has the same effects as contact with the rain in area **15**.

Creatures: Three immense undead creatures guard this tube-like tunnel. These three nightcrawlers spend most of their existence motionless, but once they sense intruders they quickly move to attack.

Nightcrawlers (3): hp 212 each; *Monster Manual* 195.

Tactics: One nightcrawler, coiled into attack pose, can effectively block passage, but does not block ranged support from the other two. While the front nightcrawler fights the PCs in melee, the others use ranged spells to support the battle.

18. Lashonna's Parlor

This cavern shows signs of once having been exquisitely decorated, yet all that remains now are a few fragments of furniture piled in the corners of the room.

When she dwelt here, Lashonna maintained this chamber and the two nearby chambers as her personal quarters. Since making the decision to betray Dragotha, she's avoided these rooms except for several surreptitious trips to move her valuables to her manor in Alhaster. Now, little remains to indicate the vampiric dragon once dwelt here.

19. Lashonna's Boudoir

This cavern is even emptier than area **18**, but a DC 30 Search of the place finds a few tarnished silver scales in the corners of the room. Canny PCs can use these scales to aid in *scrying* attempts against Lashonna. Details of what she's currently up to are given in the next adventure, "Dawn of a New Age."

20. Lashonna's Shrine

This cavern looks to have once held a personal shrine to Kyuss, but now all that remains is the sickening statue of the wormgod, a wretched mess that seems to have been built by stitching thousands of dead and preserved worms together into a roughly humanoid shape.

Experienced adventures may expect this horrific statue to animate and attack, but it's actually nothing more than a sinister statue, the only remnant of Lashonna's personal shrine to the Wormgod.

21. Cleansing Room

This small chamber contains only one item—a three-foot-high font of pure water.

The secret door entrance to this cave is near the roof of the worm's path tunnel, about 15 feet off the ground.

Visitors to the Writhing Sanctum were expected to take this route to approach Kyuss or Dragotha, pausing along the way to dip their face in the font. The font is magical; anyone who touches the water with flesh must make a DC 30 Will save to avoid becoming cursed. This curse manifests as a –10 penalty on Will saves—the "ritual of cleansing" was in fact little more than a sham intended to weaken the minds of those who paid Dragotha a visit so he could more easily dominate them. The magic of this font is tied to this chamber; if removed, it becomes nonmagic.

22. The Writhing Sanctum

The tube-like tunnel opens into a vast cavern lit by the undulant green glow of a huge ziggurat built of worm-infested stone. It appears that a small structure once stood atop the ziggurat, but now nothing remains but a great and jagged hole. The green liquid that ran down the passageway to the west gushes from this wound, cascading down the front stairs of the ziggurat in a chain of miniature waterfalls.

Two ledges overlook this cavern. The one to the north is only fifteen feet high, while the southern one is nearly thirty feet off the ground, and in the southwest corner of this ledge lies heaped an amazing mound of treasure. The ceiling rises to a dizzying vaulted height of nearly a hundred feet.

This chamber was, until recently, the Wormgod's cradle. With the exception of his brief period of escape 1,500 years ago, Kyuss has spent close to two millennia imprisoned here in the very monolith he used to capture and focus the devotional fanaticism of his people to fuel his divine apotheosis. Even imprisoned within this monolith, the Wormgod's aura remained strong; his presence can be seen in the lake of green slime beyond the tabernacle, within its writhing walls, and in the eyeless faces of his worm minions. Yet nowhere is his presence stronger than here. Had the PCs come upon this chamber only a few weeks prior, the presence of the monolith itself would have been their undoing. Now, in its absence, they must only contend with the ribbon of divine blood that weeps from the ziggurat, the cloying frozen necromantic taint in the air, and the chamber's lone guardian.

Although the actual temperature in this room isn't quite freezing, the chill in the air is much more dangerous to the souls of living creatures within.

Each round a creature remains within this chamber, he suffers 2d6+6 points of damage from the negative energy that suffuses the place. Undead creatures in the chamber instead heal 2d6+6 points of damage each round. Characters who are bonded with a fragment of Balakarde's soul are protected from this damage, as are characters with *death ward* in effect.

Contact with the infested stone of the ziggurat itself is dangerous. A character that touches it must make a DC 30 Fortitude save each round or become infested as if he attempted to pass through one of the tabernacle walls.

Creatures: Dragotha has had numerous lairs throughout the centuries, yet currently this chamber is his only home. The undead dragon is sensitive to the prophecies foretelling the Age of Worms, and when these prophecies began to be fulfilled, he knew that the time was near. He relocated his treasure to this chamber and set about preparing the cult for the new age. In so doing, he displaced the previous caretaker, the vampiric silver dragon Lashonna. The seeds of her betrayal had long since been planted in her cold heart, but this act was what finally caused them to bloom.

In any event, Dragotha waits for the party's arrival, perched atop the ziggurat and ready to give them one final chance at life. As the PCs arrive, the dracolich greets them with a roar. Not much for talking, he mocks their entrance by calling them lapdogs of the very evil they seek to stop. He knows they come here on Lashonna's suggestion, and he hopes that by revealing her true nature and position in the cult they'll realize that they've been played and seek out the silver dragon for revenge. A simple tactic, but one that could well work; if the PCs leave Dragotha alive, they'll find their task in "Dawn of a New Age" may well be impossible.

Aside from immediately leaving the tabernacle, there is little the PCs can do to prevent the dracolich from attacking them. The one thing that would give him pause is the sight of his phylactery. If the PCs did not destroy it, they can use the phylactery as a bargaining chip with the dracolich. Dragotha promises whatever it takes to get his claws on his phylactery, but he certainly has no intentions of keeping his promise. The best the PCs can hope for is his aid in "Dawn of a New Age," which can be secured by making a DC 50 Diplomacy check, provided the PC promises to return Dragotha's phylactery immediately upon Lashonna's death. The dracolich cannot and will not agree to aid the PCs against Kyuss himself, but he can be talked into slaying Lashonna for them. Of course, his actual plans are to destroy the PCs once they hand over his phylactery, but if the PCs time it right, an attack against Dragotha after his resources have been depleted in a battle with Lashonna might just give them the advantage they need to survive.

If the PCs give Dragotha back his phylactery, he immediately teleports away with it to secure it in a hidden location, abandoning his other treasures (for now). Once his phylactery is safe, he returns to this location to begin the process of tracking the PCs down, destroying Lashonna, and ushering Kyuss into the Age of Worms.

Dragotha may be accompanied by allies like Venk or Mahuudril as well; in this case, these allies wait on the northern ledge to provide aid in the combat to come.

DRAGOTHA **CR 27**

Male wyrm red dragon dracolich
NE Gargantuan undead (fire)
Monster Manual 75, *Draconomicon* 148
Init +6; **Senses** blindsense 60 ft., darkvision 120 ft., *detect thoughts* (DC 28), low-light vision; Listen +48, Spot +48
Aura frightful presence (330 ft., Will DC 44)
Languages Abyssal, Common, Draconic, Dwarven, Elven, Halfling, Giant, Gnome, Goblin, Ignan, Infernal, Orc, Undercommon

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AC 58, touch 12, flat-footed 56; 1d4+5 (max 8) *mirror images*
hp 832 (37 HD); **DR** 20/magic and 5/bludgeoning
Immune cold, electricity, fire, paralysis, polymorph, sleep; undead traits
Resist acid 30, sonic 30; **SR** 33
Fort +18, **Ref** +20, **Will** +26

Spd 40 ft., fly 200 ft. (clumsy)
Melee* bite +35 (6d6+52 plus 1d6 cold plus paralysis) and
2 claws +33 (2d8+42 plus 1d6 cold plus paralysis) and
2 wings +33 (2d6+42 plus 1d6 cold plus paralysis) and
tail slap +33 (2d8+61 plus 1d6 cold plus *paralysis)*
Space 20 ft.; **Reach** 15 ft. (20 ft. with bite)
Base Atk +37; **Grp** +68
Atk Options Arcane Strike, Flyby Attack, Power Attack
Special Atk breath weapons, paralyzing gaze, tail sweep (2d6+36, Reflex DC 44 half)
Spells Known (CL 17th, +52 touch, +35 ranged touch)
8th (3/day)—*create greater undead, horrid wilting* (DC 36)
7th (7/day)—*destruction* (DC 35), *forcecage, greater teleport*
6th (9/day)—*geas/quest* (DC 32), *greater dispel magic, harm* (DC 34)
5th (9/day)—*dominate person* (DC 31), *telekinesis* (DC 31), *wall of force, waves of fatigue*
4th (10/day)—*charm monster* (DC 30), *dimension door, ice storm, sending*
3rd (10/day)—*animate dead, haste, inflict serious wounds* (DC 31), *ray of exhaustion* (DC 31)
2nd (10/day)—*blindness/deafness* (DC 30), *death knell* (DC 30), *detect thoughts* (DC 28), *mirror image, resist energy*
1st (10/day)—*divine favor, inflict light wounds* (DC 29), *magic missile, unseen servant, shield of faith*
0 (6/day)—*arcane mark, detect magic, guidance, mage hand, mending, message,* open/close, *prestidigitation, read magic*
Spell-Like Abilities (CL17th)
11/day—*locate object*
3/day—*suggestion* (DC 29)
1/day—*find the path*
1/3 days—*control undead*
*25-point Power Attack

Abilities Str 49*, Dex 15*, Con —, Int 26, Wis 24, Cha 43*

SQ permanent spells, persistent spells
Feats Clinging Breath, Flyby Attack, Greater Spell Focus (necromancy), Hover, Improved Initiative, Improved Natural Attack (bite), Maximize Spell, Multiattack, Persistent Spell, Power Attack, Quicken Breath, Recover Breath, Spell Focus (necromancy)
Skills Appraise +48, Bluff +56, Concentration +40, Diplomacy +60, Intimidate +58, Knowledge (arcana) +48, Knowledge

Dragotha's Feats

Dragotha possesses three feats from the *Draconomicon*. (Note that while these feats require a minimum Constitution score to qualify for, Dragotha gained the feats when he was a living dragon, and as such can continue to use them as a dracolich, using his Charisma score in place of his Constitution score.) The game effects of these feats are summarized below.

Clinging Breath: When Dragotha uses this feat, his breath weapon clings to the victim for 1 round. In the round after he breathes, the victims who took damage from the initial use of the breath weapon suffer damage equal to half what the breath weapon dealt originally. A victim can take a full-round action to attempt to remove a clinging breath by making a DC 44 Reflex saving throw. Rolling around on the ground grants a +2 bonus on the saving throw but leaves the character prone. When Dragotha uses this feat, he must wait 1 additional round before using his breath weapon again.

Quicken Breath: When Dragotha uses this feat, his breath weapon is a free action to use, but he must wait 4 additional rounds before using his breath weapon again.

Recover Breath: The interval between uses of a dragon's breath weapon is reduced by 1, to a minimum of 1 round.

(geography) +48, Knowledge (history) +48, Knowledge (religion) +48, Listen +47, Search +48, Sense Motive +48, Spot +48, Use Magic Device +56

Possessions *ring of Charisma +6* (as *cloak of Charisma +6*), *ring of spell turning*, *amulet of mighty fists +5*, *bracers of armor +8*, two doses of ruby dust (worth 1,500 gp each) for *forcecage* spells

*Dragotha has a +5 inherent bonus to his Strength, Dexterity, and Charisma scores

Breath Weapons (Su) Dragotha has two breath weapons. The first is a 60-foot-long cone that deals 22d10 fire damage (Reflex DC 44 half). The second is the death wind, a 60-foot cone of wind and negative energy that functions as a tornado-force wind. All creatures in the area must make a DC 30 Fortitude save. Large or smaller creatures are blown away while Huge creatures are knocked down (larger creatures are unaffected by the short blast of wind). Flying creatures are treated as one size category smaller than their actual size. Creatures on the ground who are blown away are knocked prone and roll back 1d4×10 feet, taking 1d4 points of nonlethal damage per 10 feet. Flying creatures who are blown away are blown back 2d6×10 feet and take 2d6 points of nonlethal damage. Worse, all creatures in the area of Dragotha's death wind (regardless of how the wind itself affected them) take 22d10 points of negative energy damage; this damage heals undead in the area. A creature slain by this damage has his corporeal body blasted apart by the wind and is effectively disintegrated and a wraith (or a dread wraith, if the slain creature had 16 or more Hit Dice) loyal to Dragotha appears in his place. Dragotha may use his fire breath weapon at will, but may only use his death wind once per day. In any event, he must wait 1d4 rounds between uses of his breath weapon. The save DC is Charisma-based.

Paralyzing Gaze (Su) Dragotha's gaze can paralyze victims within 40 feet who fail a DC 44 Fortitude save. If the saving throw is successful, the victim is forever immune to his gaze. If it fails, the victim is paralyzed for 2d6 rounds. The save DC is Charisma-based.

Paralysis (Su) Any creature struck by one of Dragotha's physical attacks must make a DC 44 Fortitude save or be paralyzed for 2d6 rounds. The save DC is Charisma-based.

Permanent Spells Dragotha has *arcane sight* and *see invisibility* as permanent spell effects. He also shares a permanent *Rary's telepathic bond* with Venk.

Persistent Spells Dragotha casts *divine favor*, *shield of faith*, *detect thoughts*, *mirror image*, *resist energy* (acid), and *resist energy* (sonic) every day as persistent spells. This effectively reduces the total number of 7th-level spells he can cast each day by 2 and his 8th-level spells by 4, and the effects of these spells are constant (and have been included, as appropriate, in his statistics above).

Unholy Toughness (Ex) Dragotha gains a bonus to his hit points equal to his Charisma modifier × his Hit Dice.

Tactics: Dragotha is the second-most powerful foe the PCs will face in this campaign—only Kyuss himself is more deadly. Smart PCs bring help; they may have been able to recruit the aid of Zulshyn earlier in the adventure. They might call upon potent outsiders with the aid of *greater planar ally* or *gate* spells. Yet their greatest assets in this fight are the three fragments of Balakarde's soul. Without them, the Age of Worms adventure path may well end for the PCs in this room.

Most of Dragotha's defensive spells have already been cast as persistent spells. His arrogance is great enough that he won't bother to cast his shorter-duration defensive spells until they become needed.

Although he's powerful, Dragotha's a fairly straightforward creature in battle. He either uses spells or breath weapons against foes at range, or makes full melee attacks against those who dare to get within his reach. The confines of this chamber (and the confines of his ego) limit his tactical movement, although by staying atop the ziggurat he forces walking enemies to brave contact with the worm-infested stones.

Dragotha's first act in combat is to blast as many of the PCs as possible with his death wind breath weapon, enhancing it with clinging breath. He remains perched on the ziggurat in the following rounds, using *horrid wilting*, *destruction*, and *forcecage* on his foes. Whenever he's brought below 600 hit points he casts *harm* on himself to heal 150 points of damage (although he saves his last *harm* for an emergency). He tries to wall off ranged attackers and spellcasters with *walls of force*. Only when the dracolich is brought below 100 hit points does his nerve falter. In this case, he attempts to *plane shift* to safety to rest, recover, and then return to attack the PCs at some point in the near future.

Treasure: Dragotha's hoard of treasure is impressive, as befits a dragon that has existed for over 2,500 years. This is the single largest horde of treasure the PCs are likely to find in the Age of Worms campaign; the sheer size should make its discovery one of the campaign's highlights. The size of the hoard is also well beyond the recommended amount of treasure for a 19th or 20th-level adventure—this is intentional. The PCs won't really have time to use or enjoy much treasure they gain from the next adventure before the campaign is over, so in many ways, Dragotha's hoard represents the final reward for a job well done. The magic items should also give the PCs a valuable edge against what still waits for them in the near future. If you intend to carry on the campaign beyond "Dawn of a New Age," you should consider reducing the amount of treasure here to be more in line with what might normally be expected.

Or perhaps not.

In any event, Dragotha's hoard consists of the following, split among chests, urns, coffers, crates, and loose mounds of coins.

- 2,500,000 cp
- 360,000 sp
- 48,000 gp
- 2,500 pp
- Dozens of gemstones collected in goblets, silk pouches, coffers, swaths of velvet, and other containers worth a total value of 48,000 gp. This includes a single star sapphire the size of a fist worth 12,000 gp.
- Miscellaneous items of jewelry (rings, earrings, necklaces, armbands, bracelets, anklets, and bejeweled clothing) worth a total of 62,000 gp.
- 50 masterwork weapons of various types, worth 15,500 gp.
- 20 masterwork suits of armor of various types worth 8,500 gp.
- A large drinking horn emblazoned with runes and carvings of dead dragons. While this object looks worthless, a DC 30 Knowledge (history) check correctly identifies it as the drinking horn of King Becksor of the Red Glacier, said to be one of the sons of the barbarian god Vatun. While not magical, the drinking horn is worth 4,000 gp to a museum or collector who knows of its worth, and is priceless to the Frost Barbarian tribes of the north.
- A darkwood violin with silver strings and inlays of platinum and pearl that bears the personal rune of the infamous bard Tvash-Prull. This masterwork violin is worth 6,500 gp.
- The petrified skull of an ancient reptile. The skull weighs 200 pounds, but carved into the side are runes in Druidic that detail several unique spells. You should take this opportunity to introduce 2–3 new druid spells into your campaign. Alternately this runeskull could contain the spells *dinosaur stampede, essence of the raptor,* and *hungry gizzard* (all detailed in the *Spell Compendium*). The runeskull is worth 3,000 gp.
- A set of seven paintings depicting seven deities (pick some worshiped by your players), done in a masterful hand. Each portrays a deity in a grueling scene of torture and dismemberment. They are unsigned, and each is worth 5,000 gp for its style to someone of a morbid bent, but their subjects quickly throw most churches into a frenzy. They call for the paintings' destruction, and may ask the PCs to perform this task for them.
- A tattered book written in Auran and titled *Winter's Path—Volume V*. A DC 20 Knowledge (religion) check is enough to recognize the title as part of a series of books about the virtues of monastic life written 500 years ago by an anonymous monk. Common knowledge holds that there are only three books in this series; lengthy investigation proves this volume's veracity. It's worth 6,000 gp, and anyone who's willing to pay that might also want to pay a similar amount if the implied "Volume IV" could be discovered. The book itself is nonmagical, but the philosophies it contains could have interesting repercussions on some of your campaign world's monastic orders, especially in how laughter and physical love are expressed as virtues.
- A scandalous dress of scarlet silk emblazoned with gold and silver thread woven into patterns of the symbol of Wee Jas. This exotic and masterfully made courtier's outfit is worth 3,500 gp.
- A triangular shard of crimson metal the size of a halfling's hand. The shard radiates strong conjuration (teleportation) magic, and acts as a portal key when placed in the correct recess of the eight-pointed star symbol upon the floor of area **1** of Maure Castle (DUNGEON #112). The resulting portal leads to a dangerous demiplane called the Pinnacle Peaks.
- No fewer than 15 different wizard's spellbooks, each filled with spells. You can use these spellbooks to introduce new spells into your campaign.
- A cleverly constructed clockwork songbird crafted of mithral and redwood. The songbird can grip a perch and hop around (but can't actually fly) and plays two dozen different songs, from soothing lullabies to raucous shanties. It's worth 4,000 gp.
- a *+5 ghost touch chain shirt*
- an adamantine *+3 fire resistance breastplate*
- a *+2 heavy fortification light wooden shield*
- an adamantine *+2 aberration bane vorpal greataxe*
- a *+3 disruption spell storing morningstar*
- an *oathbow*
- a *rapier of puncturing*
- a *sun blade*
- a *ring of air elemental command*
- a *ring of wizardry (IV)*
- a *greater metamagic rod of maximize*
- a *staff of the woodlands* (34 charges)
- *bracers of armor +6*
- a *folding boat*
- a *tome of understanding +1*
- a *robe of scintillating colors*
- a *Daern's instant fortress*
- a *greater strand of prayer beads*
- an *apparatus of Kwalish*
- a *philosopher's stone*
- a *staff of the magi*
- a wooden coffer containing three matching *talismans of Zagy*

Development: This adventure doesn't truly end until the PCs slay Dragotha. If the dracolich escapes, the PCs should do their best to track him down and finish the job as quickly as possible. Balakarde's spirits go dormant if Dragotha escapes, returning to power only once the battle begins again. If the PCs wait too long, they'll end up having to confront Dragotha and Kyuss at the same time.

CONCLUDING THE ADVENTURE

With the final blow against Dragotha, the ancient dracolich roars in disbelief and rage. His body shudders, thrashes, and then clatters to the ground in a rain of ancient bones. When they strike the floor, they explode into clouds of crypt dust. The ominous shape of a ghostly dragon lingers for a moment in these clouds, but then fades and is gone.

Dragotha's destruction brings a sudden burst of energy and light from those PCs harboring fragments of Balakarde's soul. Once again, the ghost materializes before the PCs, but this time he lingers only long enough to thank them and warn them that the true battle remains ahead. They must find where Kyuss' monolith has been taken—it's likely that the PCs suspect Lashonna, but even if they don't, the location of the monolith soon becomes clear enough. Before he leaves, Balakarde tells the PCs that he's leaving a fragment of his soul behind for each of them, partially in thanks for their service to him, but mostly as a final gift for them to use against the Wormgod. This fragment wafts down to each PC in the form of a spinning gold coin on which Balakarde's face can be seen. A PC that catches the coin before it hits the ground (no attack roll necessary) feels a surge of hope as the coin vanishes. The coin dissolves in the PC's hand. As it does, it grants a +2 inherent bonus to any one of the PC's ability scores, chosen by him. Balakarde's spirit fades from view, but before he moves on to the afterlife, he pays a brief visit to his old friend Manzorian to let him know what the PCs have done.

It won't be long before Manzorian contacts the PCs in a state of shock and giddy amazement—emotions that fade quickly enough, as he has grim news indeed.

For while the PCs were confronting Dragotha, the Age of Worms began.

APPENDIX: NEW MONSTERS

Earthcancer Centipede

A thirty-five-foot-long pale green and white centipede scuttles sinuously over the barren earth. Its dark green eyes peer above a nest of several long antennae writhing on its face. Tiny green worms drip from its mouth and cracks in its chitinous armor, and at places where it stands or touches the rock walls, the earth turns gray and boils into nasty, tumor-like growths of pale fungus.

EARTHCANCER CENTIPEDE **CR 13**
Always NE Gargantuan undead
Init +8; **Senses** darkvision 60 ft., tremorsense 120 ft.; Listen +27, Spot +0
Aura earthcancer (60 ft.)

AC 30, touch 15, flat-footed 26 (–4 Size, +4 Dex, +15 natural, +5 haste); Dodge, Mobility
hp 156 (24 HD); fast healing 10; **DR** 15/silver
Immune undead traits
Fort +10, **Ref** +14, **Will** +16

Spd 60 ft.; burrow 60 ft.
Melee 2 bites +17 (4d6+13/19–20 plus poison)
Space 20 ft.; **Reach** 15 ft.
Base Atk +12; **Grp** +33
Atk Options Combat Reflexes, Spring Attack

Abilities Str 28, Dex 18, Con —, Int 2, Wis 10, Cha 14
SQ alacrity, obey the wormtouched
Feats Combat Reflexes, Dodge, Great Fortitude, Improved Critical (bite), Improved Initiative, Iron Will, Lightning Reflexes, Mobility, Spring Attack
Skills Listen +27

Environment Wormcrawl Fissure
Organization solitary, pair, or brood (3–12)
Treasure none
Advancement 25–32 HD (Gargantuan), 33–72 HD (Colossal)

Alacrity (Su) An earthcancer centipede moves and attacks with supernatural swiftness. It has a +5 haste bonus to its Armor Class, and a +30 ft. enhancement bonus to its land speed and burrow speed. It may make two bite attacks as a standard action.

Earthcancer Aura (Su) The earthcancer centipede is surrounded by an aura of supernatural energy that invades and corrupts nearby earth and stone. Leprous growths of rancid fungi and aberrant rock formations writhe out of any stony or earthen surface within 60 feet of an earthcancer centipede. This condition does not alter the structural integrity of the surrounding stone, and thus does not damage structures. It does count as difficult terrain to move through. Additionally, contact with the tainted earth and stone nauseates living creatures. Any creature who touches this tainted earth or stone (including those who walk upon it) must make a DC 24 Fortitude save each round to avoid becoming nauseated for that round. Creatures with the earth subtype within 60 feet of an earthcancer centipede must also make a DC 24 Fortitude save each round to avoid taking 1d6 points of Constitution damage. The save DC is Charisma-based.

Poison (Ex) Injury, Fortitude DC 24, initial and secondary damage 3d6 Dexterity drain. The save DC is Charisma-based.

Obey the Wormtouched (Ex) Although it is nearly mindless, an earthcancer centipede unerringly follows simple commands given by other undead servants of Kyuss.

Earthcancer centipedes are the result of Kyuss' attempt to generate undead useful in sieges. An earthcancer centipede is thirty-five feet long and weighs 18 tons.

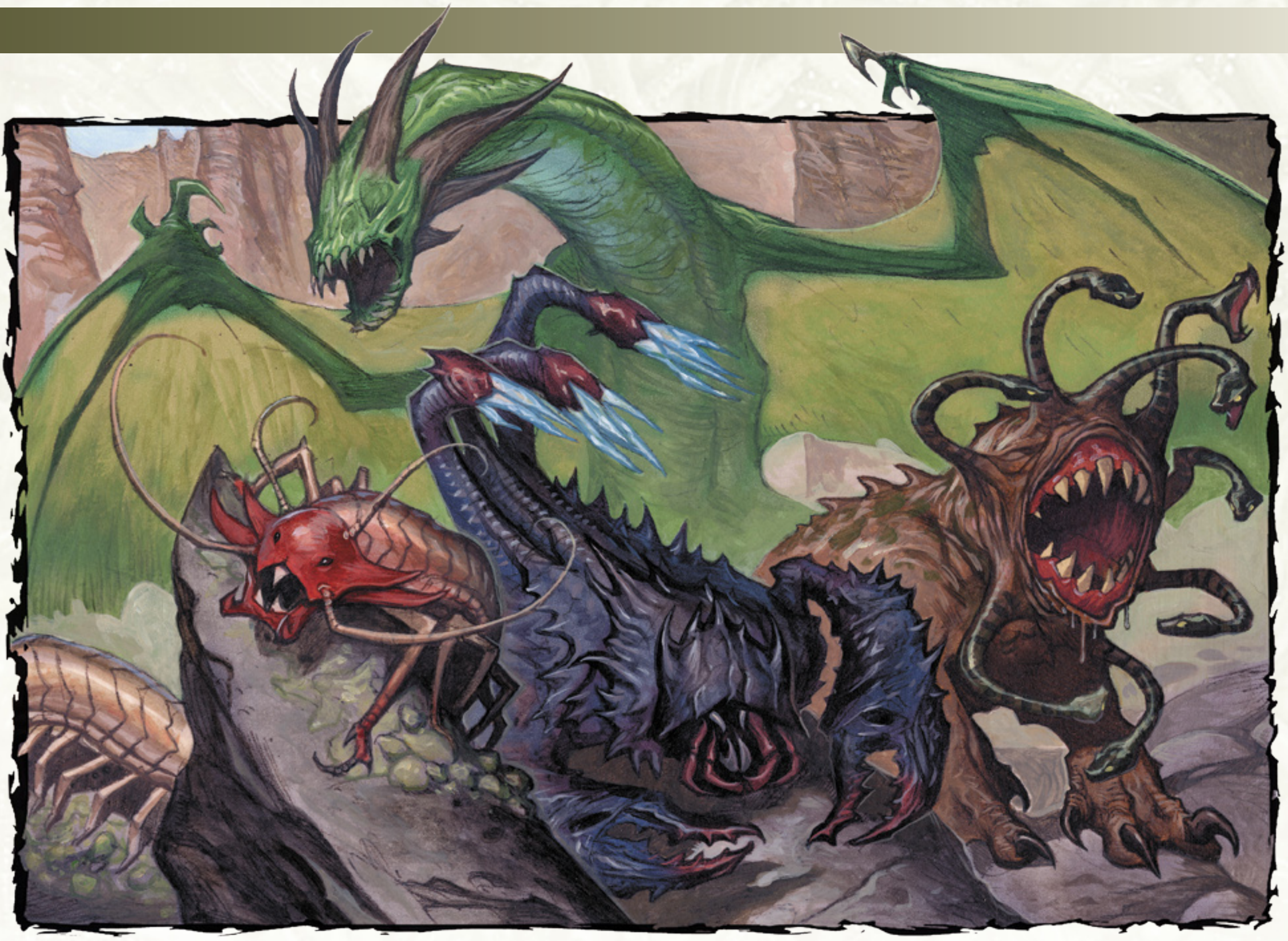
In combat, an earthcancer centipede uses its supernatural strength to great effect, scuttling and burrowing into the midst of its enemies and biting with horrifying rapidity. They have an instinctive swarming technique that often sets them up for flanking attacks against creatures they surround, although they just as often spread out their attacks on any targets within reach.

Mindkiller Scorpion

This hideous scorpion is a nasty, black, twenty-foot-long menace. Its chitinous armor is a tangle of cruel hooked spikes and cracks that leaks ichor. It has three scorpion tails instead of one, and the tips of each tail sport several long, green crystalline stingers and plates, looking like some sort of dangerous fanged flower.

MINDKILLER SCORPION **CR 18**
Always NE Huge undead
Init +4; **Senses** darkvision 60 ft., tremorsense 120 ft.; Listen +1, Spot +40
Aura mindkilling (30 feet, DC 30 negates)

AC 40, touch 8, flat-footed 40 (–2 size, +32 natural)
hp 208 (32 HD); fast healing 10; **DR** 15/good and silver
Immune undead traits
Fort +12, **Ref** +12, **Will** +21



Spd 40 ft., climb 40 ft.

Melee* 2 claws +28 (3d6+24/19–20) and 3 stings +26 (1d10+9/19–20 plus poison)

Space 15 ft.; **Reach** 15 ft.

Base Atk +16; **Grp** +43

Atk Options Cleave, Great Cleave, Power Attack; improved grab (claw), constrict 3d6+19

*5-point Power Attack

Abilities Str 48, Dex 10, Con —, Int 2, Wis 12, Cha 18

SQ obey the wormtouched

Feats Ability Focus (poison), Cleave, Great Cleave, Great Fortitude, Improved Initiative, Improved Critical (claw, sting), Iron Will, Lightning Reflexes, Multiattack, Power Attack

Skills Climb +31, Hide –4, Spot +40

Environment Wormcrawl Fissure

Organization solitary, pair, or brood (3–6)

Treasure none

Advancement 33–36 HD (Huge), 37–60 HD (Gargantuan), 61–96 HD (Colossal)

Constrict (Ex) A mindkiller scorpion deals automatic claw damage on a successful grapple check.

Improved Grab (Ex) To use this ability, the mindkiller scorpion must hit with a claw attack.

Mindkilling Aura (Su) The mindkiller scorpion radiates an aura of madness and insanity that invades and ruins the minds of living creatures within 30 feet. Any such creature must make a DC 30 Will save each round it remains within this aura. Failure indicates the creature suffers 1d6 points of Intelligence, Wisdom, and Charisma drain. This is a mind-affecting effect.

Obey the Wormtouched (Ex) Although it is nearly mindless, a mindkiller scorpion unerringly follows simple commands given by other undead servants of Kyuss.

Poison (Su) Injury, Fortitude DC 32, initial damage *confusion* for 1 minute, secondary damage 3d6 Intelligence drain. The save DC is Charisma-based, and includes a +2 bonus from Ability Focus.

Skills A mindkiller scorpion has a +4 racial bonus on Climb, Hide, and Spot checks.

In combat, the mindkiller seems to have a strange and unsettling knack for seeking out and focusing its attacks on the most intelligent living foe in the area. This is due to a rudimentary ability for the scorpion to "smell" intelligence—this ability isn't enough to grant it any actual game benefits, but does allow the relatively unintelligent undead to focus its wrath upon the smarter foes in its reach.

Thessalhydra

A four-legged, pincer-tailed, thirty-five-foot-long monster lumbers into view with a rumbling, bone-shaking roar. The beast is red with a darker orange underbelly, and looks vaguely draconic in shape save that in place of a head it has an enormous central maw surrounded by a ring of eight snake-like heads.

THESSALHYDRA **CR 15**

Always N Huge aberration

Init +4; **Senses** all-around vision, darkvision 60 ft.; Listen +4, Spot +29

Languages Draconic

AC 32, touch 8, flat-footed 32 (–2 size, +24 natural)

hp 225 (18 HD); fast healing 10

Immune acid, poison

Fort +14, **Ref** +6, **Will** +15

Spd 30 ft.

Melee bite +24 (4d6+13/19–20 plus 4d6 acid) and
8 bites +22 (1d6+6/19–20 plus poison) and
tail pincer +22 (2d6+6/19–20)

Space 15 ft.; **Reach** 15 ft.

Base Atk +13; **Grp** +34
Atk Options improved grab (bite, tail pincer)
Special Atk breath weapon, swallow whole

Abilities Str 36, Dex 10, Con 27, Int 5, Wis 14, Cha 11
Feats Ability Focus (breath weapon), Alertness, Improved Critical (bite, tail pincer), Improved Initiative, Iron Will, Multiattack
Skills Listen +4, Search +1, Spot +29

Environment any swamp
Organization solitary, pair, or nest (3–6)
Treasure none
Advancement 19–26 HD (Huge), 27–46 HD (Gargantuan), 47–58 HD (Colossal)

Acid (Ex) A thessalhydra's primary bite attack drips with potent acid. A character bitten by a thessalhydra must make a DC 27 Reflex saving throw, or the damage caused by the acid also applies to any armor or robes worn. The save DC is Constitution-based.

All-Around Vision (Ex) A thessalhydra's multiple snake heads constantly peer in every direction. This grants the monster a +4 racial bonus on Search and Spot checks. A thessalhyrda can't be flanked.

Breath Weapon (Su) Once every 1d4+1 rounds, a thessalhydra may spit a glob of acid. This glob has a range of 30 feet, and affects all targets in a 10-foot-radius spread. Creatures in this area take 12d6 points of acid damage, or half if they make a DC 29 Reflex save. If a character fails the save, 1d4 of his items (determine which items are affected using table 10–1 on page 177 of the *Player's Handbook*) suffer this damage as well, although the PC may attempt a new DC 29 Reflex save for each item affected to halve the damage done. The save DC is Constitution-based, and includes a +2 bonus for Ability Focus.

Improved Grab (Ex) To use this ability, the thessalhydra must hit with its primary bite attack or its tail pincer attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can try to swallow the opponent in the following round.

Poison (Ex) Injury, Fortitude DC 27, initial and secondary damage 1d6 Strength damage. The save DC is Constitution-based.

Swallow Whole (Ex) A thessalhydra can try to swallow a grabbed opponent of Large or smaller size by making a successful grapple check. Once inside, the opponent takes 2d6+13 points of bludgeoning damage plus 15 points of acid damage per round from the thessalhydra's gizzard. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 25 points of damage to the gizzard (AC 22). Once the creature exits, muscular action closes the hole; another swallowed creature must cut its own way out. A Huge thessalhydra's interior can hold 1 Large, 2 Medium, 8 Small, 32 Tiny, or 128 Diminutive or smaller opponents.

Thessalhydras are monstrous creations of the wizard Thessalar, who corrupted a collection of hydra eggs long ago with a magical concoction of rampant flesh he calls "protolife." Since then, Thessalar's tried to corrupt the young of countless monsters with the stuff, but for some reason that continues to elude even his vast intellect, protolife works best on hydras. Certain other creatures take to the stuff, becoming thessalmeras and thessalcores (chimera hybrids and manticore hybrids), but unlike thessalhydras, these variants are sterile and have short lifespans. Most other monsters simply age to death in the span of hours if born of protolife.

The first thessalhydras were created centuries ago, and today they can be found dwelling in swamps and underground regions throughout multiple Material Plane worlds. In combat, a thessalhydra is brutal and unimaginative, generally opening with a breath weapon and then charging into the densest clot of enemies to make full attack actions.

Scaling the Adventure

"Into the Wormcrawl Fissure" is designed for a party of four 19th-level characters, but with a little work it can be adapted for use by 17th–18th level characters or by 20th level characters. Simply adjust all NPC characters levels up or down as appropriate by a number equal to that which the average party level of your group deviates from 19. Don't forget to modify the amount of treasure found in the adventure appropriately (of course, Dragotha's horde should remain a special case). Specific changes to the adventure include:

17th–18th-level characters: Remove one of the Kyuss chimeras from Kyuss' maw. Remove one of the mindkiller scorpions from the Apostle Caves. Reduce the save DCs for the effects in the Tabernacle of Worms by 1 or 2. Replace the wormdrake with a favored spawn of Kyuss mature adult blue dragon. Remove one of the nightcrawlers from the Worm's Path. Make Dragotha an ancient red dracolich.

20th-level characters: Add 2 Kyuss chimeras to Kyuss' maw. Advance Zulshyn's apocalypse golems by 4 Hit Dice. Advance all thessalhydras by 3 Hit Dice. Increase the save DCs for the effects in the Tabernacle of Worms by 1. Advance the wormdrake by 2 Hit Dice, and the nightcrawlers by 4 Hit Dice. Dragotha's probably still tough enough, but if you're feeling particularly mean, go ahead and advance him up to a great wyrm.

Wormdrake

This forty-foot-long green wormlike behemoth has four large draconic wings. Its eyeless head looks almost draconic, with a ring of six horns that protrude back in a circular array around its neck. It has no arms or legs, but its wings sport large claws on the tops and tips of each joint. Its tail tapers down into a hook-studded member that ends in a set of large spikes

Wormdrake **CR 20**
Always NE Gargantuan Dragon
Init +7; **Senses** blindsight 60 ft., darkvision 120 ft.; Listen +34, Spot +34
Aura frightful presence (120 feet, Will DC 29 negates)
Languages Abyssal, Common, Draconic, Giant, Infernal

AC 39, touch 9, flat-footed 41 (–4 size, +3 Dex, +30 natural)
hp 377 (26 HD); regeneration 10; **DR** 15/magic
Immune cold, acid
Resist electricity 20, fire 20; **SR** 34
Fort +23, **Ref** +18, **Will** +20

Spd 20 ft., fly 120 ft. (average)
Melee* bite +31 (4d6+19/19–20) and 2 wings +29 (2d6+17) and tail sweep +29 (2d8+31)
Space 20 ft.; **Reach** 15 ft. (20 ft. with bite)
Base Atk +30; **Grp** +52
Atk Options Cleave, Flyby Attack, Hover, Improved Sunder, Power Attack, Wingover

Special Atk breath weapon, *summon worms*

Spell-Like Abilities (CL 20th, +36 touch +25 ranged touch)

At will—*greater dispel magic*, *inflict serious wounds* (DC 19), *true seeing*

3/day—*greater teleport*, *harm* (DC 22), quickened *hold monster*

1/day—*control undead*, *energy drain*, *gate*

*5-point Power Attack

Abilities Str 38, Dex 16, Con 27, Int 22, Wis 20, Cha 22

Feats Cleave, Flyby Attack, Hover, Improved Critical (bite), Improved Initiative, Improved Sunder, Power Attack, Quicken Spell-Like Ability (*hold monster*), Wingover

Skills Bluff +35, Concentration +37, Intimidate +37, Knowledge (arcana) +35, Knowledge (dungeoneering) +35, Knowledge (religion) +35, Knowledge (the planes) +35, Listen +34, Search +35, Sense Motive +34, Spellcraft +37, Spot +34

Environment Wormcrawl Fissure

Organization solitary

Treasure triple standard

Advancement 27–40 HD (Gargantuan), 41–78 HD (Colossal)

Breath Weapon (Su) A wormdrake has two breath weapons. The first is a 60-foot cone of supernaturally cold acid. The breath weapon inflicts 12d10 cold and 12d10 acid damage, or half on a successful DC 31 Reflex save. It may use this breath weapon once every 1d4 rounds.

The second breath weapon is a 120-foot line of writhing Kyuss worms. All creatures in this area suffer 12d6 points of damage from hundreds of slavering bites and must make a DC 31 Reflex save to avoid becoming infested. An infested character takes 1d6 points of Intelligence damage per round until he is cured by *remove disease* or *heal*, or until he reaches an Intelligence of 0, at which point he dies and rises as a free-willed favored spawn of Kyuss (or a zombie if you don't have access to this template). A wormdrake may use this breath weapon only once per day; using this breath weapon does not count as a use of a breath weapon for its freezing acid breath weapon—a wormdrake may use these two breath weapons back to back in successive rounds if it wishes.

The save DC for both breath weapons is Constitution-based.

Frightful Presence (Su) When a wormdrake attacks, it exudes an aura of fear to a radius of 120 feet. All creatures in this area must make a DC 28 Will save to avoid the effects of this fear. Creatures with 12 Hit Dice or less are paralyzed with fear for 1d4 rounds, while those with more Hit Dice are panicked for 1d4 rounds. Creatures who make the save are shaken for 1d4 rounds. A creature can be affected by a wormdrake's frightful presence only once per encounter.

Regeneration (Ex) Wormdrakes take lethal damage from silver weapons and fire.

***Summon Worms* (Sp)** Once per day, a wormdrake may summon 1d4 purple worms and frost worms (in any combination). Summoned worms obey the wormdrake's telepathic commands, and persist for 1 hour before vanishing.

Dragotha may not be able to claim as many creations as his own invention as can his master Kyuss, but the most powerful of his unholy inventions is truly a masterpiece of the vile. The tremendous wormdrakes are a fusion of dragon and overworm, combining the worst and most ferocious features of both into one monstrous chimerical menace. Quite intelligent on their own, Dragotha has released the majority of his wormdrakes into the world at large to spread chaos and ruin in the Wormgod's name, but retains at least one nearby as a guardian.

In combat, a wormdrake generally opens with its worm breath weapon, following on the next round with its freezing acid. On the third round it summons worms to attack the survivors. If it can maintain range, it then uses its spell-like abilities against the enemy. It generally uses its formidable physical attacks against single foes or when forced to defend itself from highly mobile foes.

James Jacobs apologizes in advance to all the PCs destined to be killed by Dragotha. They probably did something to deserve it, though. James also promises that only one of the characters in this adventure is named after one of his own D&D characters. "Into the Wormcrawl Fissure" is dedicated to Michael MacDonald, the original creator of the son of Kyuss way back in the 1st Edition Fiend Folio, *without whom the Age of Worms wouldn't exist.*

WANDERING MONSTERS IN THE WORMCRAWL FISSURE

by James Jacobs

If your PCs spend a fair amount of time exploring the Wormcrawl Fissure, feel free to liven up their travels by rolling on (or simply picking from) the following table.

Wormcrawl Depths Encounters

d% Roll	Encounter	EL	Source
01–05	Wormdrake	20	See below
06–10	Venk and Zyrith	20	See below
11–15	Zulshyn	20	See below
16–25	Dark Pilgrimage	19	See below
26–35	Nightcrawler	18	*Monster Manual* 195
36–40	1 mindkiller scorpion	18	DUNGEON #134
41–50	2d4 earthcancer centipedes	18	DUNGEON #134
51–60	1d4 Kyuss chimeras	17	DUNGEON #134
61–70	1d6 ur-nerephtyses	17	See below
71–85	Ciruja Tree	15	See below
86–100	Undead Legion	—	See below

Encounters with Kyuss chimeras, nightcrawlers, mindkiller scorpions, and earthcancer centipedes are simply that—chance encounters with some of the more dangerous denizens of the region. In many cases, the PCs should be able to avoid these encounters if they wish, using flight or teleportation to escape—these monsters generally don't pursue fleeing characters for long before returning to their wandering.

Ciruja Tree: The Wormcrawl Fissure heights are plagued with small but dangerous ciruja plants, tainted growths that feed on living creatures by supernaturally aging them and consuming the energies released. In the depths, some of these plants have grown to enormous size, becoming ciruja trees. These enormous plants consist of a slowly moving mass of thick fern-like fronds and tangled roots arrayed around an 80-foot-tall trunk capped by a strange, almost fleshy yellow and orange flower. Only three ciruja trees currently exist in the Wormcrawl Fissure, and they slowly wander the canyon bed in search of sustenance.

CIRUJA TREE CR 15

Advanced ciruja plant
N Colossal plant
Dragon Compendium 184
Init –1; **Senses** low-light vision, tremorsense 60 ft.; Listen –3, Spot –3

AC 15, touch 1, flat-footed 15 (–8 size, –1 Dex, +14 natural)
hp 675 (30 HD)
Immune plant traits
Fort +35, **Ref** +8, **Will** +6

Spd 5 ft., climb 5 ft.
Melee 2 fronds +29 (3d6+10)
Ranged spheroid +13 touch (poison gas)
Space 30 ft.; **Reach** 30 ft.
Base Atk +22; **Grp** +58
Special Actions aging

Abilities Str 50, Dex 8, Con 46, Int —, Wis 5, Cha 3
SQ plant traits

Aging (Su) The ciruja tree's roots automatically infest any helpless creature within reach; this does not require an action on the tree's part. The roots infest a creature in one round, plus one additional round for each point of natural or armor bonus to Armor Class possessed by the helpless creature. Once the roots are fully attached, the ciruja tree feeds on the creature's youth. The victim ages 1d10 years each round that passes. This has no positive benefits for the victim, and a creature that might grow more powerful with age does not benefit as if it had lived those years. Once the victim reaches maximum age, it dies. A *restoration* spell removes 1d10 years of unnatural aging, while *greater restoration*, *miracle*, and *wish* can remove all unnatural aging from a creature.

Poison Gas (Ex) A ciruja tree's primary attack is to fire a small spheroid from its central stalk (its fronds are always secondary attacks). The spheroid has a range increment of 30 feet. When this spheroid strikes a solid object, it explodes in a 30-foot-radius spread of pale yellow gas. Living creatures in this area must make a DC 43 Fortitude save or be paralyzed for 3d6 minutes. A ciruja tree effectively has two dozen spheroids available to launch at a time, regrowing expended spheroids in 24 hours. It's possible to harvest these spheroids for use as Large grenade-like weapons with a successful DC 45 Disable Device check. Harvested spheroids remain potent for 6 hours. The save DC is Constitution-based.

Dark Pilgrimage: Kyuss' favored minions among the living are the wormlike avolakia, sinister shapechangers who infiltrate other societies to spread the Wormgod's will and who have a disturbing taste for undead flesh. The Tabernacle of Worms is the foundation of avolakia faith, and many of their clerics make the pilgrimage to this location to pay their respects. This encounter is with three avolakia priests, each of which makes the journey riding atop an immense Kyuss worm known as an overworm. The avolakia clerics have no particular skill at riding, so if combat breaks out their first actions are to cast *air walk* and then dismount. They fight intruders to the death (seeing this as a test sent to them by the Wormgod), commanding their overworms to engage in melee while they provide ranged support with their spells.

Avolakia Priests (3): hp 170 each; see DUNGEON #134.

Overworms (3): hp 250 each; see DUNGEON #134.

Undead Legion: Vast numbers of lesser undead (skeletons, zombies, spawn of Kyuss, and wights in particular) prowl the depths of the Wormcrawl. Groups of these undead with no other standing commands tend to gather in large flocks and then wander the canyon's expanse aimlessly. Individually, these mobs of undead are insignificant threats, and even in large groups a high level party should have no problem avoiding or handling them. Use these encounters to enforce the feel of the canyon being a place not for the living; if you want to resolve encounters with these undead mobs via combat, the simplest solution is to use the rules for mobs found on pages 59–61 of the *DUNGEON MASTER's Guide II*.

Ur-nerephtys: The ur-nerephtyses that dwell in the Wormcrawl Depths are advanced versions of strange, amorphous creatures from the Elemental Plane of Earth. Lesser, more common versions of these creatures dwell in other regions nearby, but those that dwell on the fissure floor are quite dangerous and immense. An ur-nerephtys looks like several partially-melted candles made of stone twisted together in a writhing braid. At one end of this snake-like mass is a huge maw filled with needle-sharp teeth and a pair of malevolent eyes. These creatures feed on corporeal undead, but won't hesitate to attempt to feed on the living if the opportunity presents itself.

UR-NEREPHTYS CR 14

Advanced nerephtys
N Huge elemental (earth)
DRAGON #276
Init +3; **Senses** darkvision 60 ft.; Listen +11, Spot +12

Languages Terran

AC 17, touch 7, flat-footed 17 (–2 size, –1 Dex, +10 natural)

hp 261 (18 HD); **DR** 10/—

Immune elemental traits

SR 28

Fort +23, **Ref** +5, **Will** +7

Spd 10 ft.

Melee* bite +20 (4d8+29 plus improved grab and ability drain)

Space 15 ft.; **Reach** 15 ft.

Base Atk +13; **Grp** +34

Atk Options ability drain, earth mastery, improved grab, Cleave, Power Attack

*5-point Power Attack

Abilities Str 36, Dex 9, Con 30, Int 10, Wis 12, Cha 10

SQ crystallization, crystallizing oil

Feats Cleave, Great Fortitude, Improved Critical (bite), Improved Natural Attack (bite), Improved Initiative , Power Attack, Weapon Focus (bite)

Skills Hide +12, Listen +11, Spot +12

Ability Drain (Su) An ur-nerephtys inflicts 1d4 points of Strength and 1d4 points of Constitution damage per round every time it makes a successful Grapple check against a foe as it extracts all the minerals from the victim's body.

Crystallization (Su) An ur-nerephtys can harden its body to the consistency of magically hardened rock as a free action at will. A petrified ur-nerephtys has Hardness 15, but it cannot move or attack. Assuming its normal form takes a standard action.

Crystallizing Oil (Su) The nucleus of a slain ur-nerephtys, if harvested, yields 1d4 doses of oil that duplicates the effects of *stone salve*.

Earth Mastery (Ex) An ur-nerephtys gains a +1 bonus on attacks and damage rolls if both it and its foe are on the ground. If it or its foe is airborne or waterborne, the ur-nerephtys suffers a –4 penalty on attacks and damage.

Improved Grab (Ex) To use this ability, the ur-nerephtys must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it establishes a hold, its hollow teeth fuse with the victim's body and it drains Strength and Constitution. Escape Artist cannot be used to escape from the ur-nerephtys in this case. A successful grapple check allows escape, but deals 2d8 points of damage as the creature's teeth tear away.

Venk and Zyrith: Venk and Zyrith dwell within the Tabernacle of Worms, but the derro and wyvern often spend time exploring or patrolling the Wormcrawl. If they spot the PCs, they confront them. Venk quickly realizes who they are (unless the PCs have taken pains to disguise themselves) and warns them to leave the Fissure, indicating that Dragotha knows who they are and what they want and looks forward to the chance to ruin them. She doesn't attack at this point—if she's attacked, she does her best to escape back to the Tabernacle of Worms, fighting only if forced to do so.

Venk: hp 225; see *Dungeon* #134.

Zyrith: hp 250; see *Dungeon* #134.

Wormdrake: The wormdrakes are Dragotha's greatest contribution to the Wormgod's armies. So far, only six of these terrible dragons have survived the process of creation. One dwells within the Tabernacle of Worms, but the other five are free to travel. If a wormdrake encounters the PCs while patrolling the Fissure, it engages the party until brought below 100 hit points, at which point it flees to recover and report to Dragotha.

Wormdrake: hp 377; see *Dungeon* #134.

Zulshyn: The exiled lillend Zulshyn is one of the few possible allies the PCs encounter in the Wormcrawl Fissure. She periodically leaves her home to explore the Wormcrawl Fissure, as she finds the place suits her morbid temperament. If she encounters the PCs, she quickly realizes they're out of place here unless they've taken pains to disguise themselves (in which case she avoids them). She contacts the PCs from afar, asking who they are and what their purpose is in visiting the Fissure. Her initial attitude is indifferent—if made friendly or helpful she invites the PCs back to her tower for a more comfortable discussion. If, on the other hand, the PCs react with violence, she simply teleports home to avoid a confrontation.

Zulshyn: hp 217; see *Dungeon* #134.

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RUNNING "INTO THE WORMCRAWL FISSURE" IN THE FORGOTTEN REALMS

by Eric L. Boyd

Conversion notes for Mintarn (Alhaster) and Skull Gorge (Rift Canyon and Wormcrawl Fissure) have already been mentioned in conversion sidebars for earlier adventures in the adventure path.

Wormcrawl Fissure

As Skull Gorge is somewhat smaller than its unconverted counterpart (Rift Canyon), a fissure the size of the Wormcrawl would be well-known in western Faerûn and significantly alter maps of the gorge. Consider instead making the Wormcrawl Fissure a massive underground chasm that branches off the Skull Gorge and descends into the depths. In this case, the lack of light is due to the canopy of rock far above, rather than the ever-present cloud cover. If however, you prefer that the Realms version of Wormcrawl Fissure be open to the surface, that works just as well.

Consider adding one or more scouting parties from the Crypt of the Arisen Army, Velsharoon's hidden temple located in a large cavern along the Skull Gorge, as described the previous Realms conversion. Like Velsharoon before them, the necrophants of Velsharoon are intrigued by the unique forms of undead haunting the Wormcrawl Fissure, wholly unaware that until recently it was home to an imprisoned god who might one day rival their own. Also consider adding one or more scouting parties from the Well of Dragons (detailed in *Lords of Darkness* and updated in the upcoming *Dragons of Faerûn*). The Dragonwell cell is intrigued by reports of a heretofore unknown dracolich lairing in the Wormcrawl Fissure. Foolish PCs might waste their strength fighting one or the other group. Clever groups might forge an alliance of convenience against the followers of the Wormgod.

Zulshyn

Zulshyn's possessions include a *quiver of Mielikki* (*quiver of Ehlonna*) and three forked metal rods (foci for *plane shift* linked to the Gates of the Moon, Heliopolis, and the Abyss).

Thessalar

Note that Thessalar is already considered part of the Realmslore canon, albeit an obscure branch. If you're curious, see the write-up of the Thessalmonster in the 2nd edition *Monstrous Compendium Volume 3*.

Dragotha's Hoard

The drinking horn can be identified as having belonged to the legendary Uthgar (King Becksor of the Red Glacier), father of the Uthgardt barbarians (Frost Barbarians) who later ascended to godhood.

The scandalous dress is woven into patterns of the symbol of Mystryl (Wee Jas), an early incarnation of Mystra.

The eight-pointed star can be found in the buried dungeons of Hellgate Keep (Maure Castle).

The wooden coffer contains three matching *talismans of Azuth* (*talismans of Zagy*).

In addition to the treasures specified in the module, Dragotha's hoard contains the infamous *Crown of Horns* (detailed in *Magic of Faerûn*, page 171). This artifact contributes to the signs of the Wormgod's release in the next adventure.

RUNNING "INTO THE WORMCRAWL FISSURE" IN EBERRON

by Keith Baker

The Wormgod—the terrible entity formed by the merging of the mighty wizard Kyuss and the fiendish Overlord Katashka—awaits release. His minions are gathering their power, and the Age of Worms will soon begin. By now, the adventurers are deeply enmeshed in the events of the Age of Worms, and few adjustments need to be made to fit the adventure into EBERRON.

The Fissure

If you have followed the path suggested in previous conversion notes, the Goradra Gap of the Mror Holds has taken the place of the Rift Canyon. The Wormcrawl Fissure is one of the deepest chasms in the Gap, and is a place long shunned by the dwarves; it takes its name from a legend in which the progenitor dragon Khyber tried unsuccessfully to rise up and escape the bonds of Eberron.

The kobolds of the Wormcrawl Fissure belong to the irvhir culture, and trace their lineage to Khyber. The tribal elders believed that Brazzemal was sent to lead them by Khyber himself.

The Exiled Artist

Lillends are natives of the plane of Thelanis, and the Infinite Staircase is a place where fey rulers meet to discuss their own affairs and do business with the lords of other planes. Zulshyn disrupted a crucial gathering with her actions, and as a result was exiled from Thelanis and driven into Eberron. Prior to being banished, Zulshyn spent a great deal of time with the Greensingers who visited the Infinite Staircase, and she retains a certain affection for these mortals. Druids, rangers, or bards aligned with the Greensinger sect receive a +2 to Diplomacy or Sense Motive checks involving Zulshyn.

The Spurned Lich

The lich Thessalar is one of the few surviving members of the wizard's cabal known as the Closed Circle (*Sharn: City of Towers* 146). Along with his allies, Thessalar is studying the fleshwarping magic of the daelkyr, and he uses this knowledge to create his monstrosities. When the magi of Galifar allied against the Closed Circle, Thessalar escaped, cheating death by transforming himself into a lich and going into hiding. While few of the monsters he claims as his own are truly his creations, his thessalmonsters are certainly worthy of infamy.

DMs who wish to use a more iconic EBERRON figure could choose to replace Thessalar with Mordain the Fleshweaver, who is known in the modern age as a shaper of monsters. However, the Goradra Gap is far from Mordain's tower in Droaam; perhaps he has established a secondary keep in the Gap to investigate the Kyuss worms. While Mordain is not described as a lich in the *EBERRON Campaign Setting*, there is no reason that it cannot be so.

Venk

The derro are not well-established in EBERRON, but Khyber holds many mysteries. The derro may be the twisted remnants of the dwarves of Noldrunhold (*EBERRON Campaign Setting* 193) or inhabitants of a lost underground city predating Mror civilization.

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The Writhing Sanctum

The ziggurat that bound Kyuss is the same artifact originally created to hold the Overlord Katashka. It is a single massive Khyber dragonshard, now riddled with worms. The shard is immune to physical damage; the worms have been working at it for a hundred thousand years. See page 70 of *Dragon* #337 for more information about Katashka.

Dragotha's Treasure

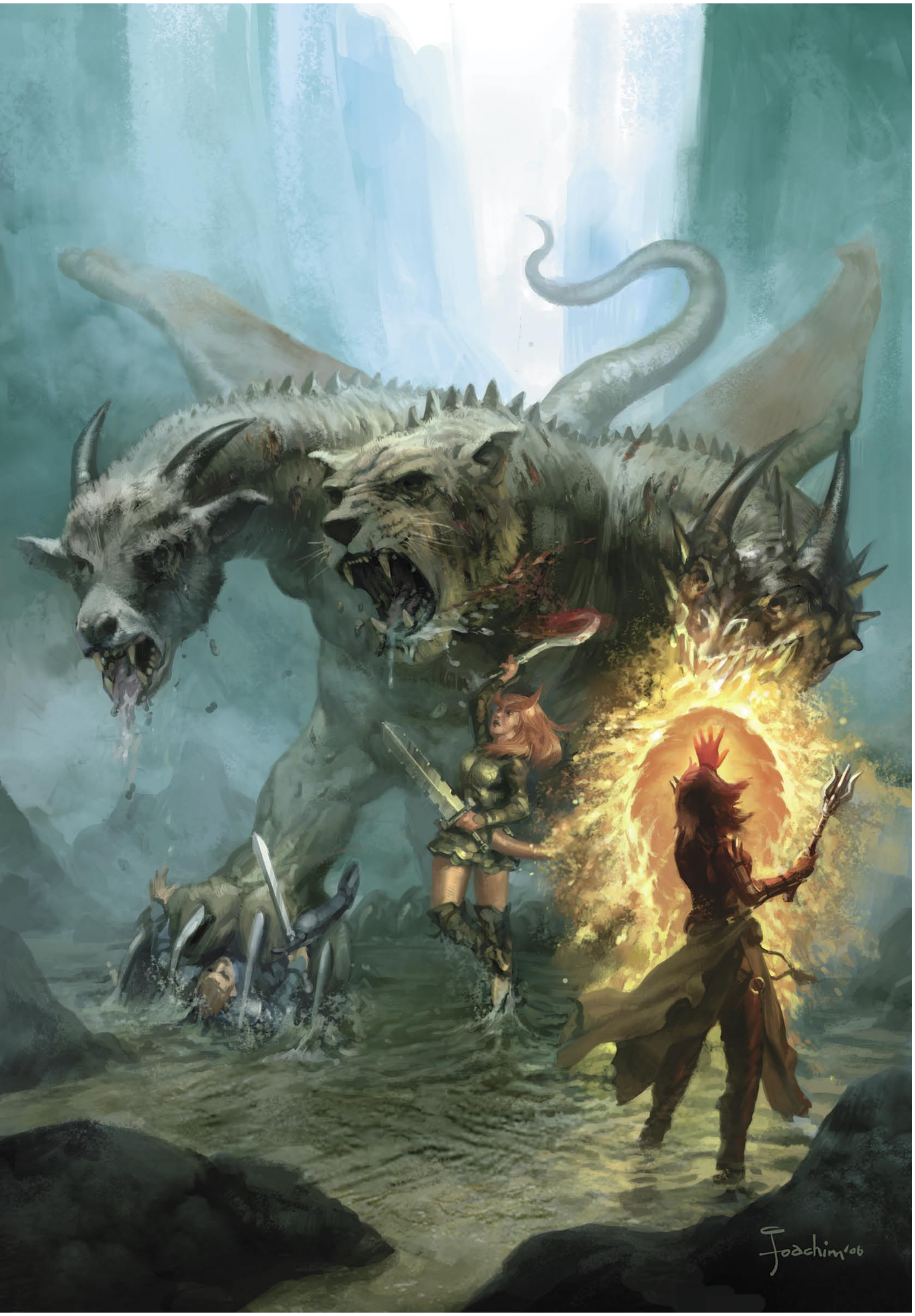
A few items in Dragotha's hoard need to be adapted to Eberron:

King Becksor was a fabled high king of the Seren Barbarians, said to be the son of the Dragon of War. The horn is priceless to the Serens.

The bard Tvash-Prull was a legendary Greensinger, and may yet live in Thelanis.

The robe with Wee Jas's symbol is instead emblazoned with the harpy emblem of the Fury; it is a remnant of a Sarlonan kingdom, in which the Fury was revered as a source of passion and inspiration.

DAN SCOTT



Joachim Barrum

INTO THE WORMCRAWL FISSURE

by James Jacobs

If the PCs are to avert the Age of Worms, they must invade the heartland of Kyuss' power, the Wormcrawl Fissure, and destroy one of the world's most powerful dracoliches before the Wormgod awakens. An Age of Worms Adventure Path scenario for 19th-level characters.

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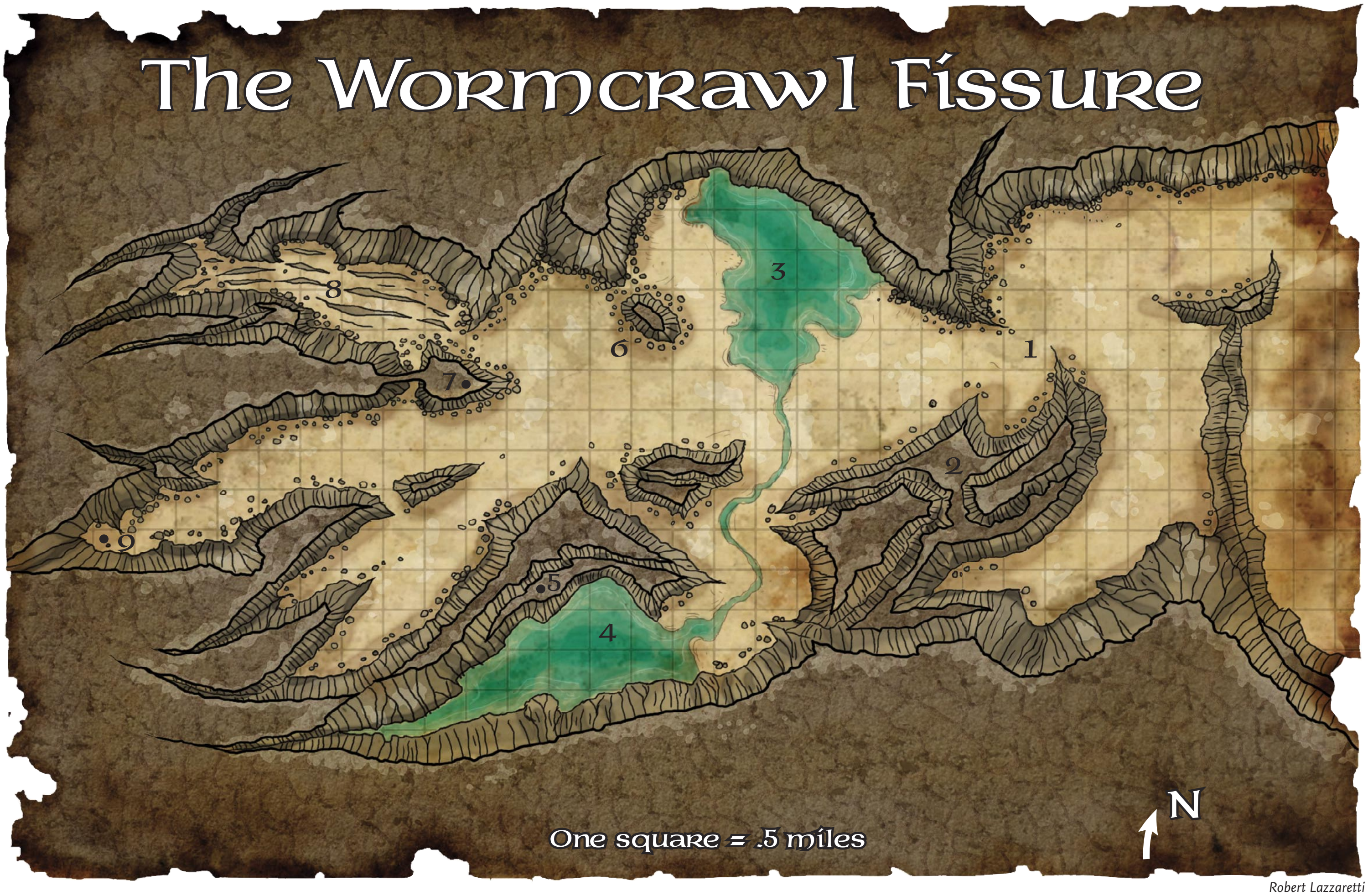
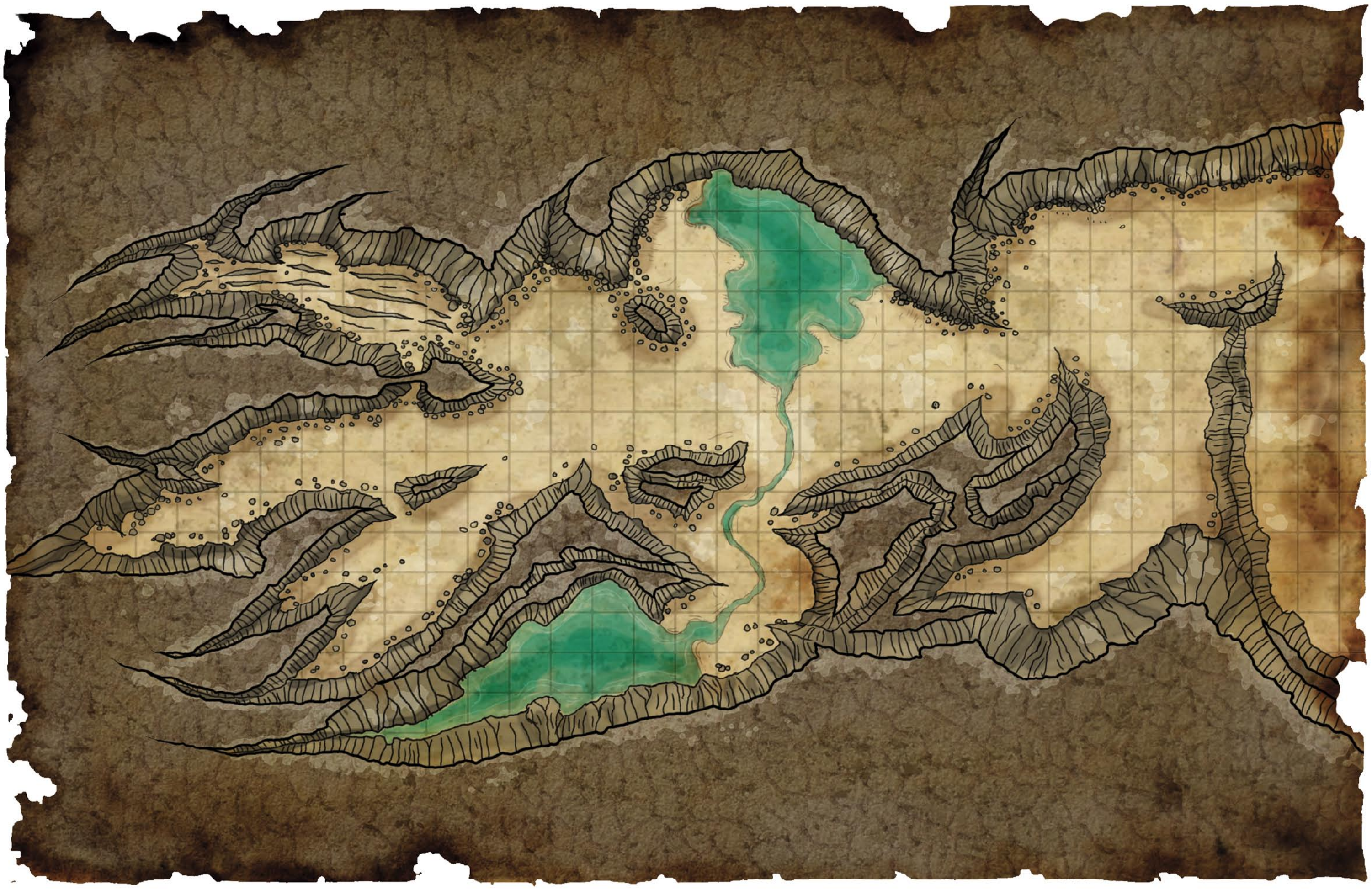

The Wormcrawl Fissure
8
3
6
1
7
2
9
5
4
N
One square = .5 miles

Robert Lazzaretti



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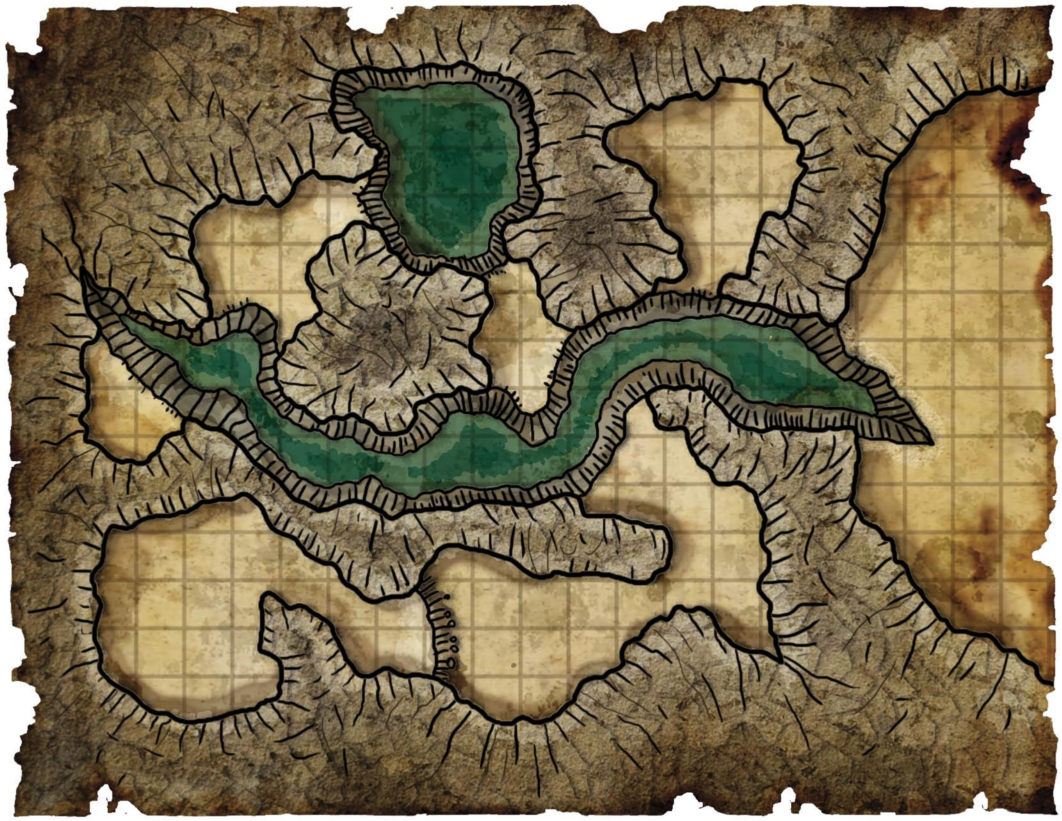

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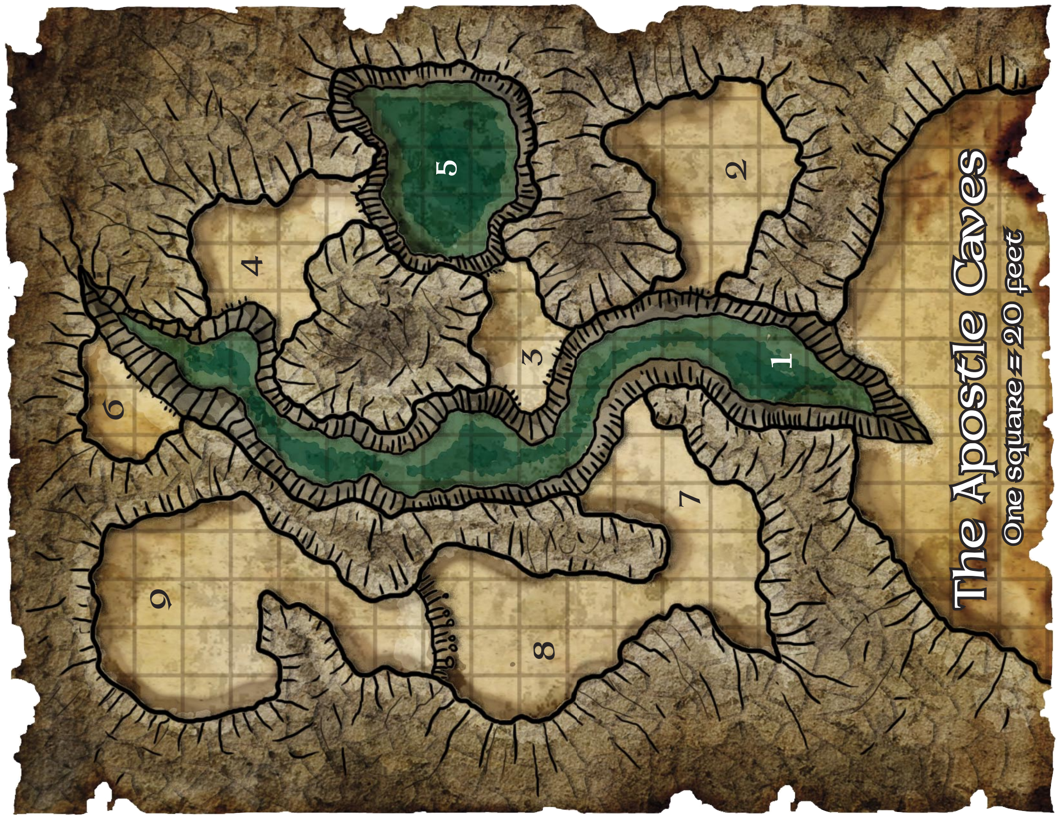
5
2
4
3
1
6
7
9
8
The Apostle Caves
One square = 20 feet

Robert Lazzaretti

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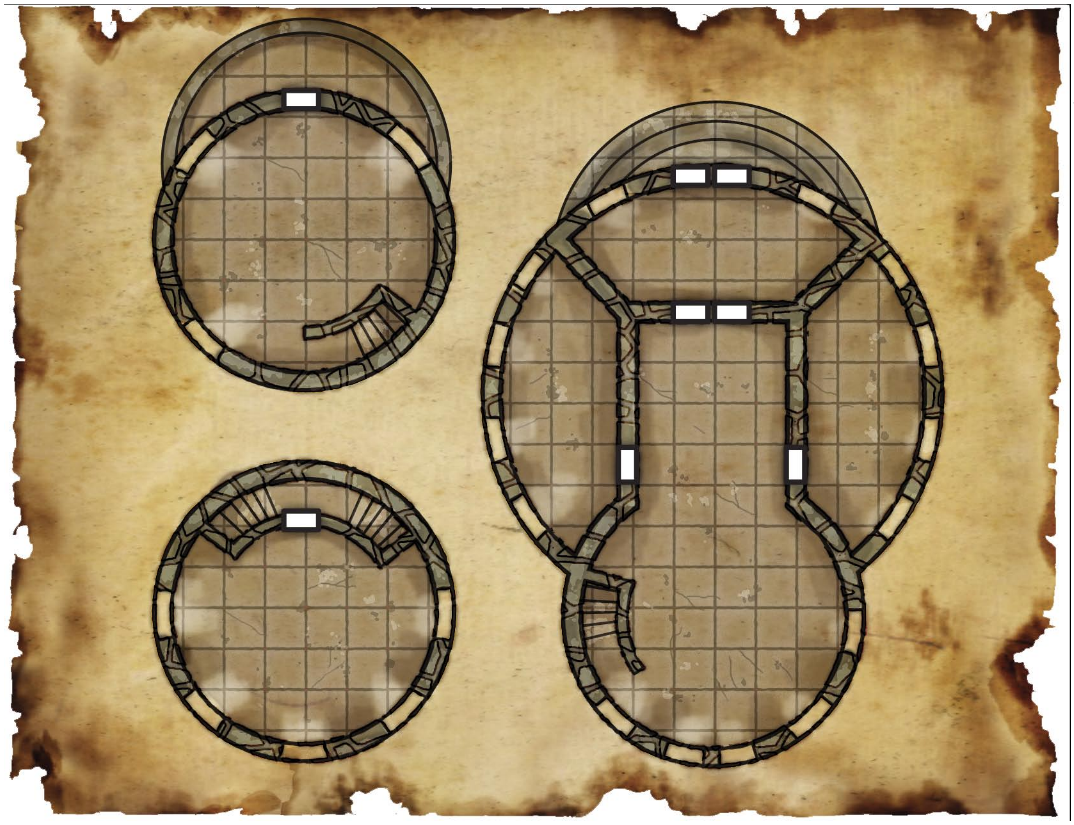

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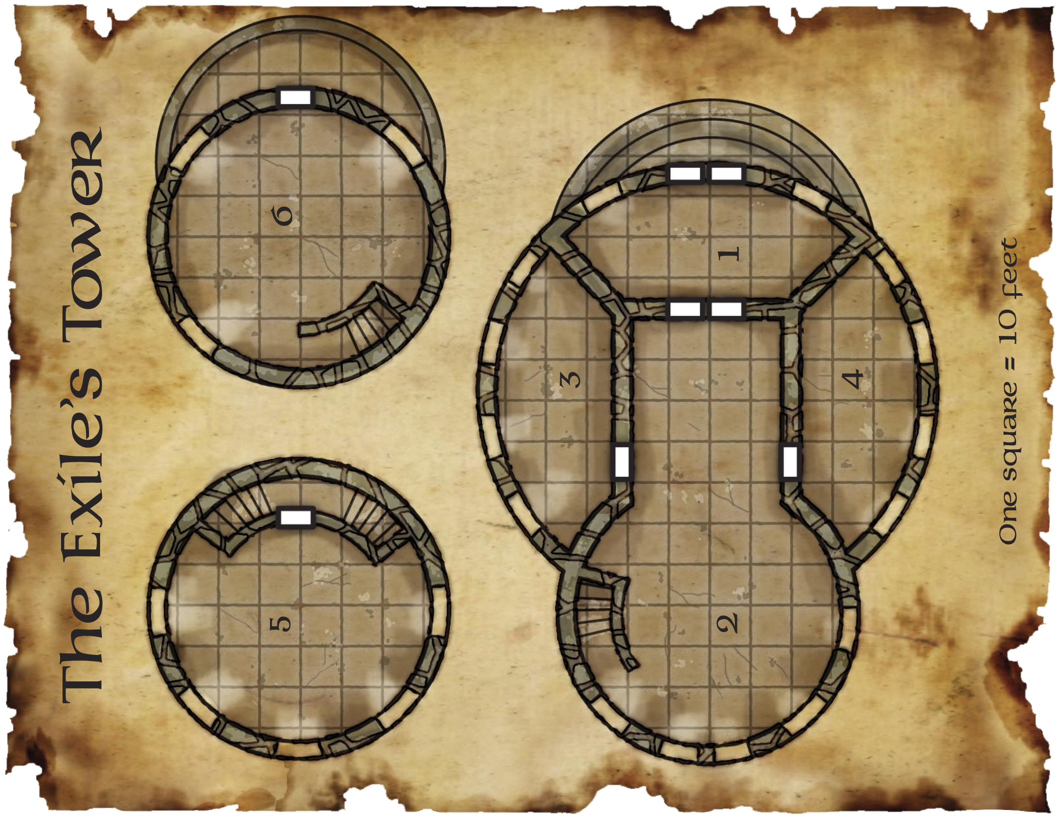
The Exile's Tower
6
5
1
3
4
2
One square = 10 feet

Robert Lazzaretti

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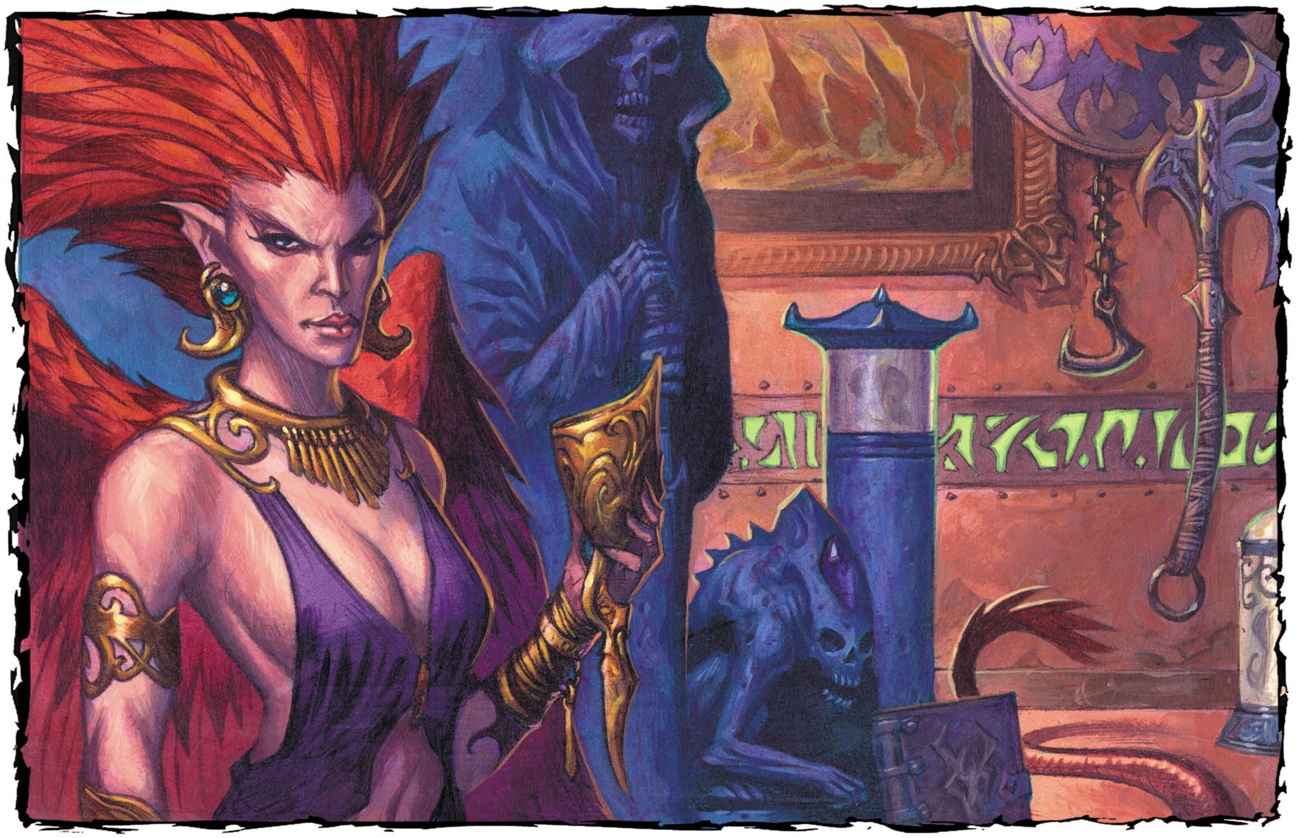
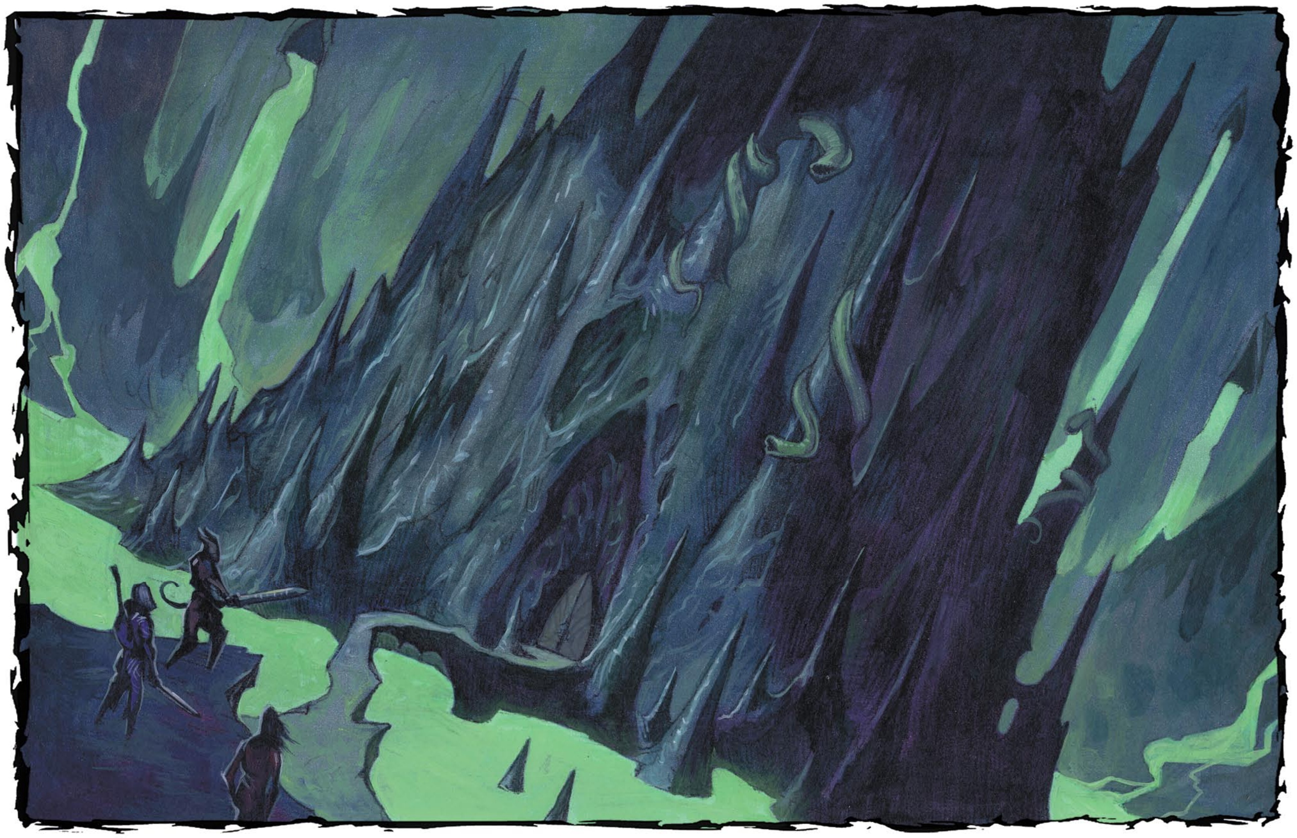


Steve Prescott



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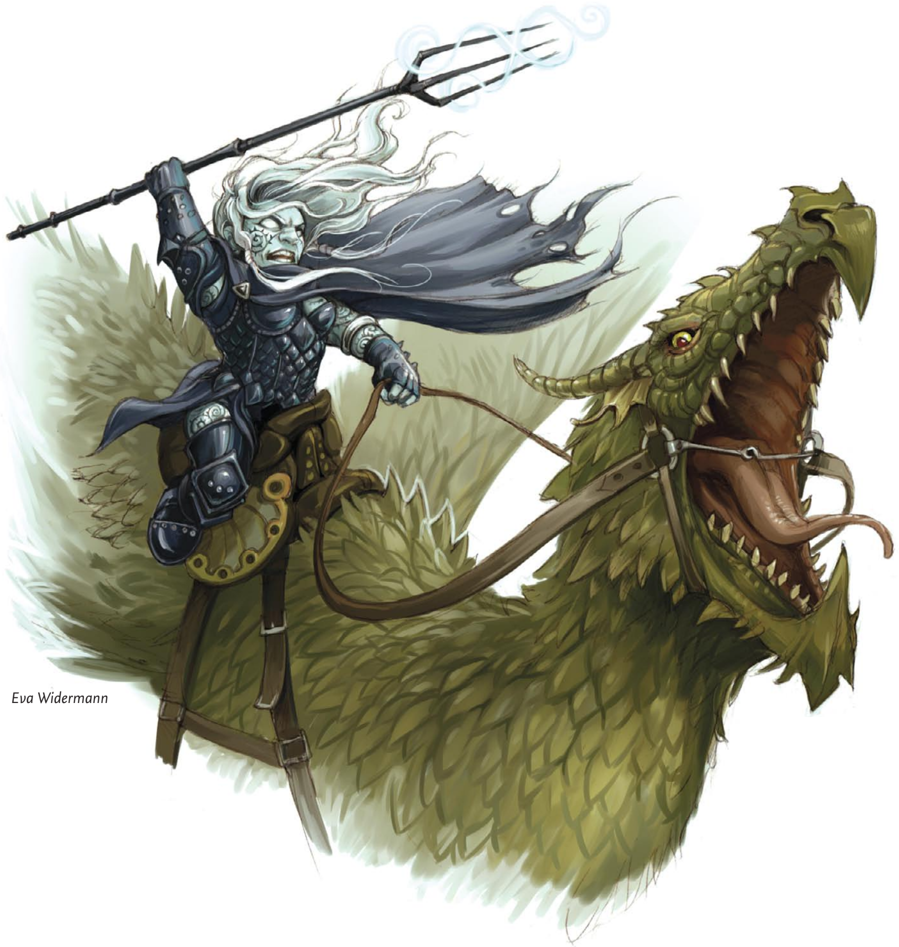
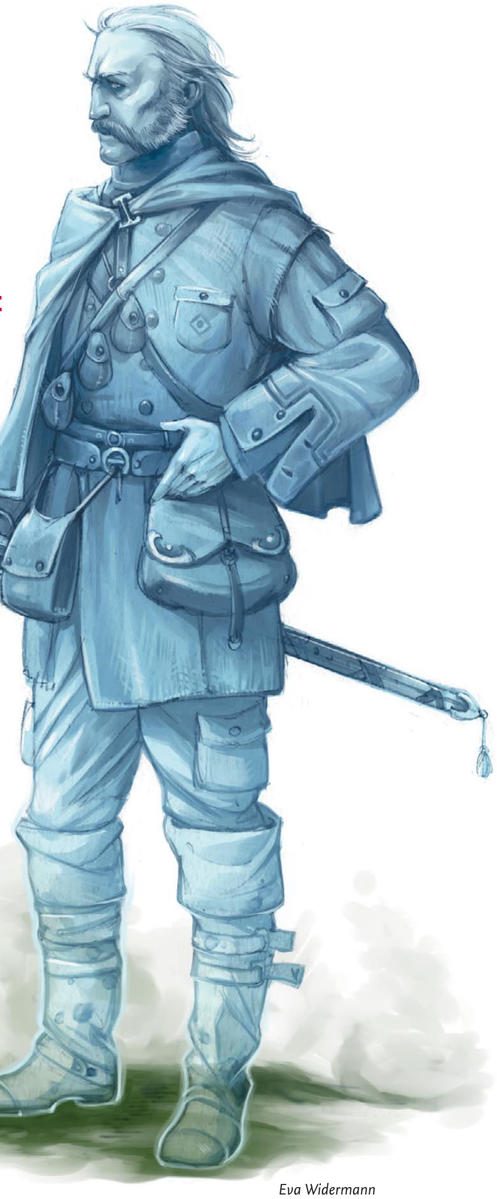


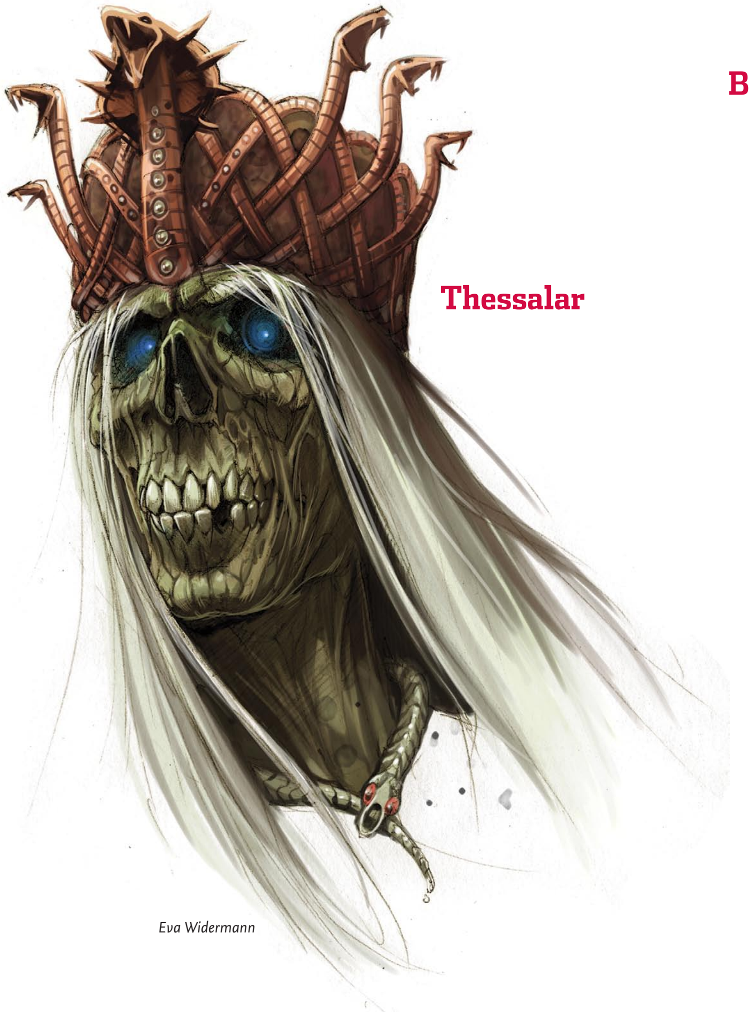
Eva Widermann

Venk and Zyrith



Balakarde's Ghost

Eva Widermann



Thessalar

Eva Widermann

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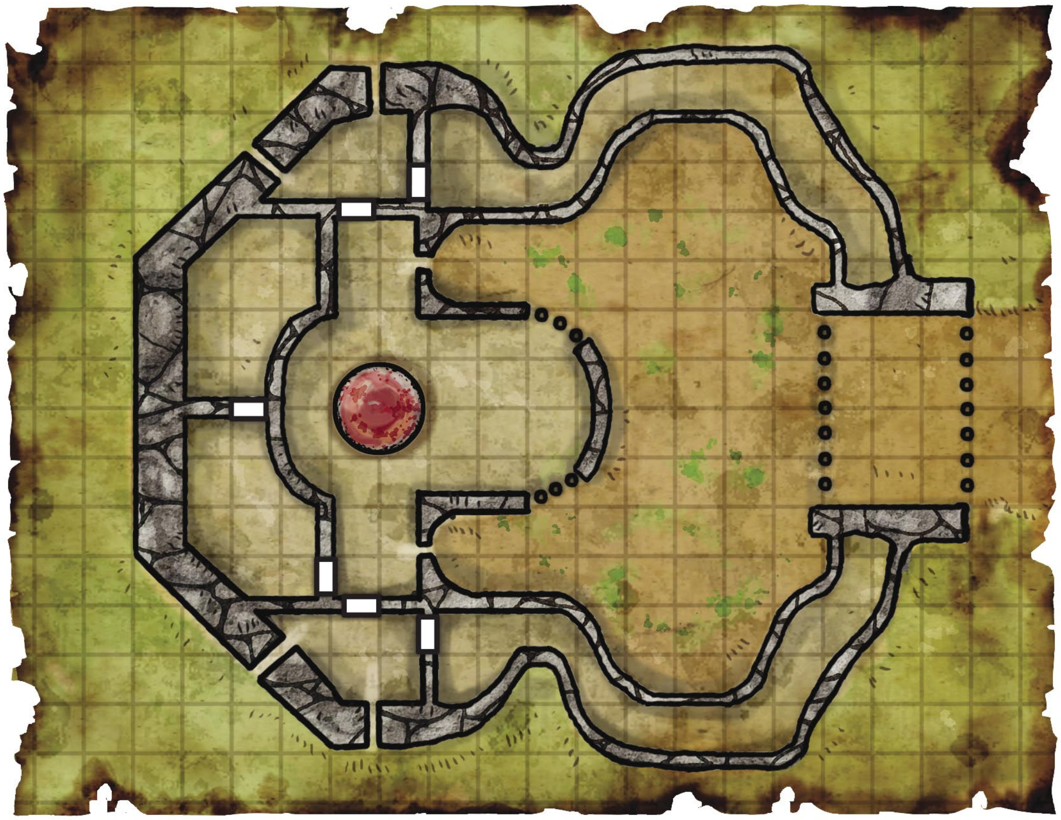

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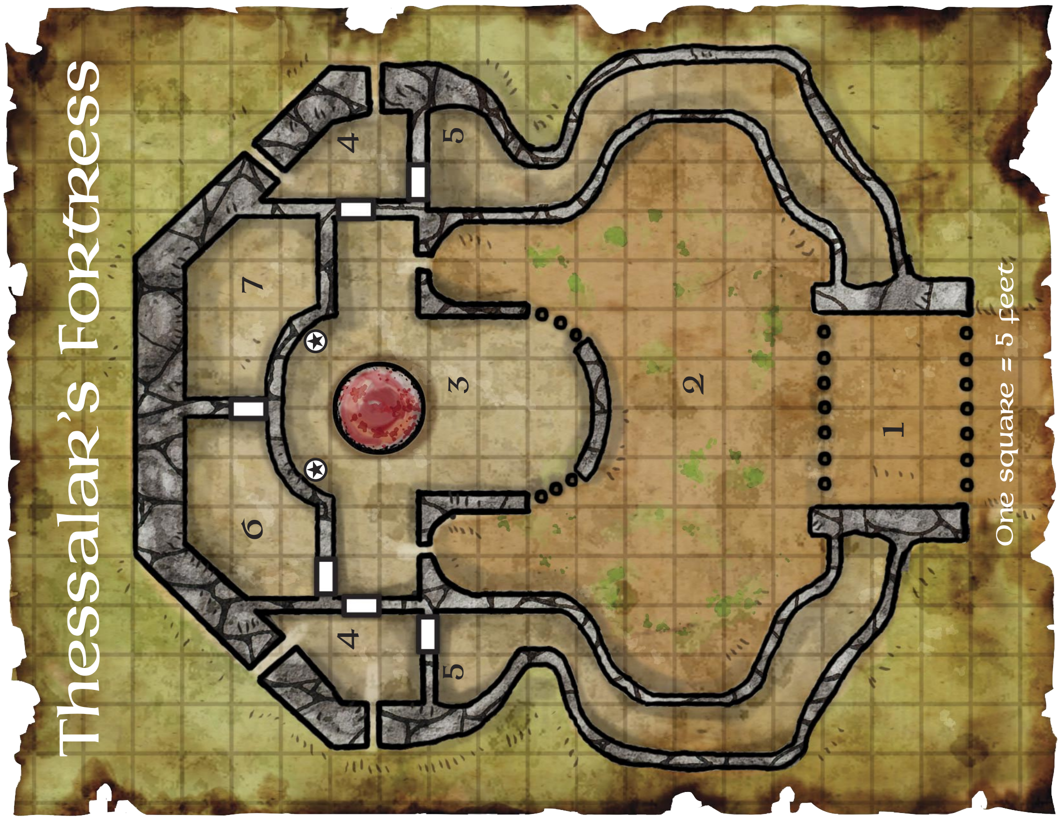
Thessalar's Fortress
1
2
3
4
4
5
5
6
7
One square = 5 feet

Robert Lazzaretti

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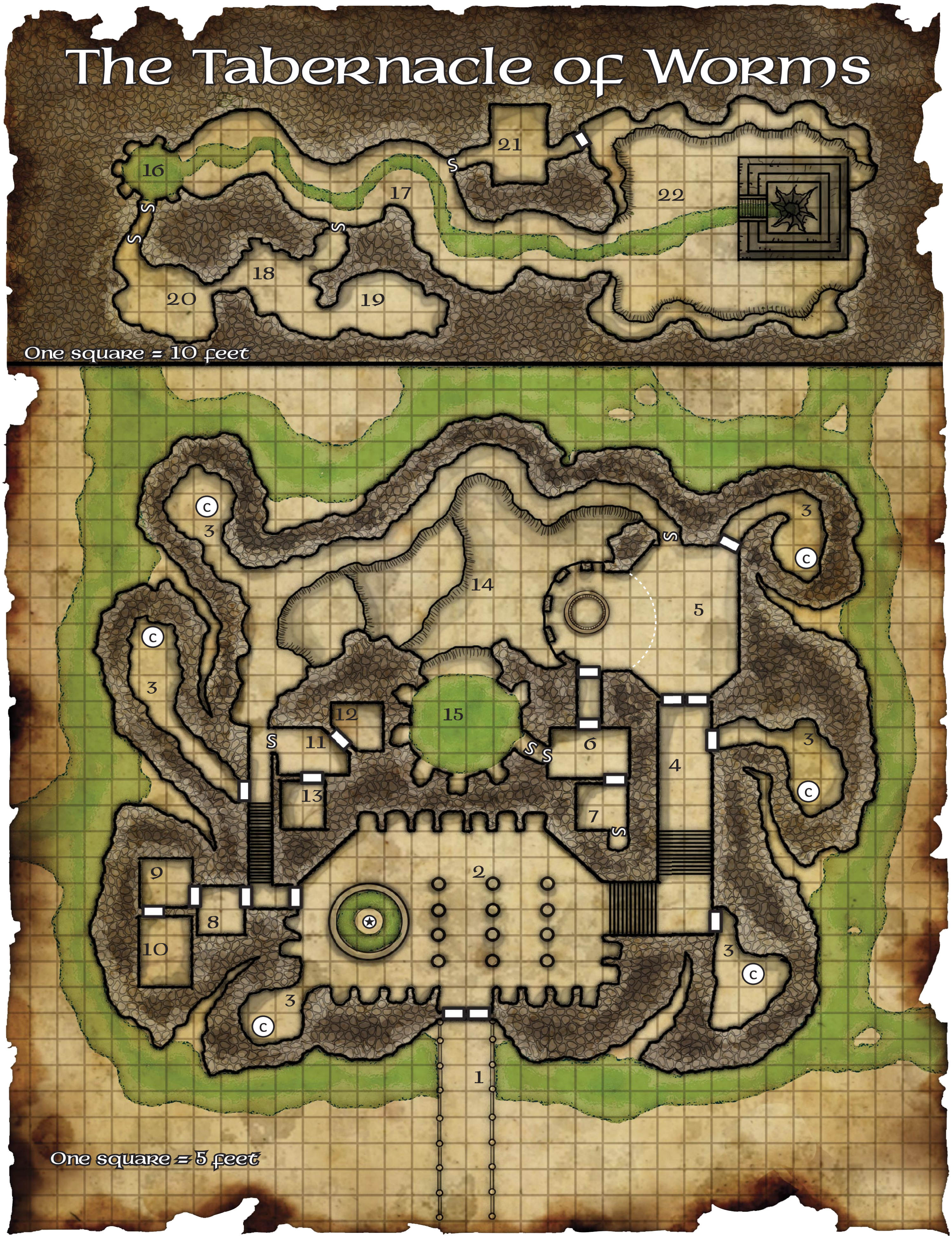
The Tabernacle of Worms


16
17
21
22
18
19
20
S
S
S
S
One square = 10 feet
C
3
C
3
14
3
C
5
15
12
11
S
13
S
S
6
4
3
C
7
S
9
8
10
2
3
C
3
C
1
One square = 5 feet

Robert Lazzaretti

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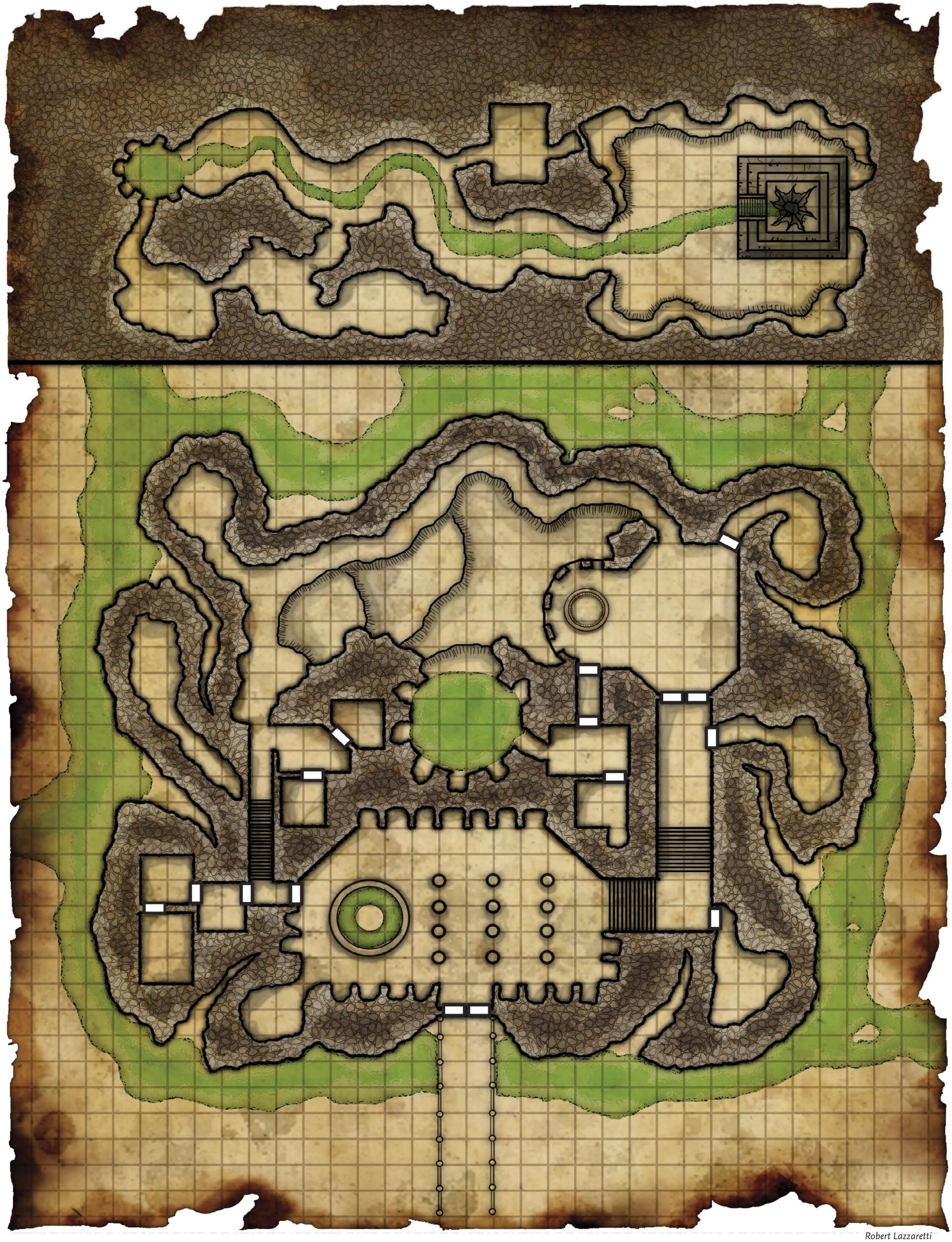

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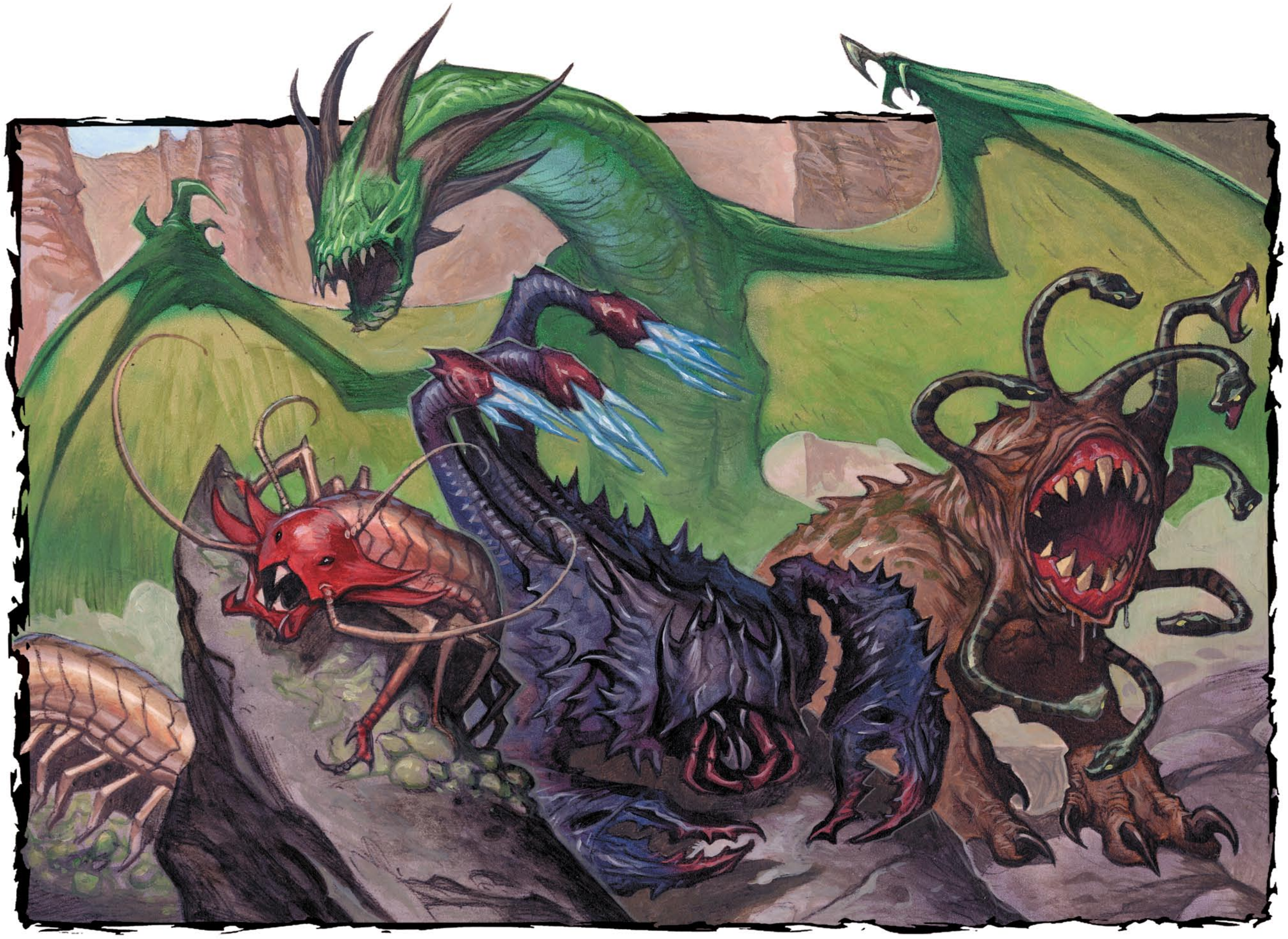
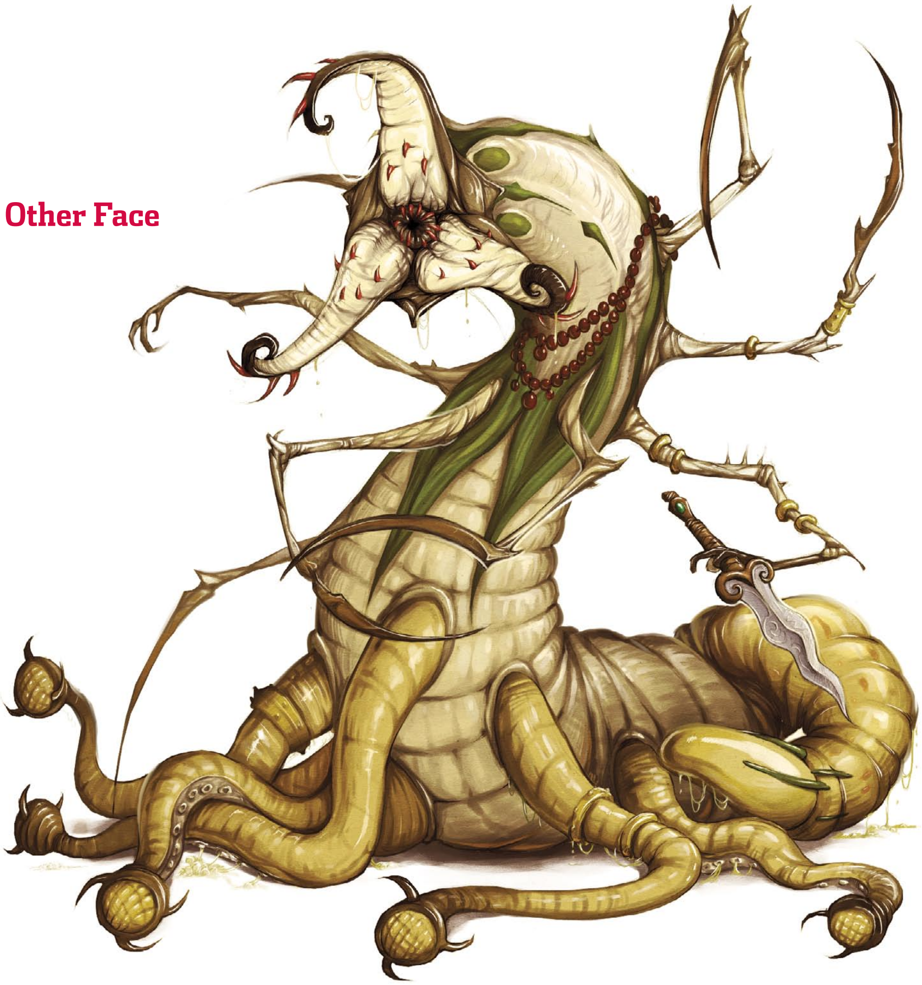


Steve Prescott

Mahuudril's Other Face



Eva Widermann

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Joachim'06

AGE OF WORMS

DAWN OF A NEW AGE

The battle with Dragotha is over—the great undead dragon of old is finally vanquished, but his defeat will not stop the coming Age of Worms. In truth, it furthered Lashonna's plan to become Kyuss' favorite in the dark times to come. The monolith that contains the imprisoned Wormgod has been snatched from its cradle in the Writhing Tabernacle and now looms at the apex of a new Spire of Long Shadows in Alhaster. The PCs have but a few hours to stop Kyuss' escape and save life itself across the entire continent. Whether the next day will see the rise of the sun or the triumph of darkness is entirely up to them.

"Dawn of a New Age" is a Dungeons & Dragons adventure designed for four 20th-level characters. It is also the final installment of the Age of Worms Adventure Path, a complete campaign consisting of 12 adventures, several "Backdrop" articles to help Dungeon Masters run the series, and a handful of poster maps of key locations. For additional aid in running this campaign, check out *Dragon*'s monthly "Wormfood" articles, a series that provides additional material to help players survive this campaign. It's likely that at some point during this adventure, your PCs will gain enough experience to reach 21st level. Pages 206–210 of the *Dungeon Master's Guide* give the basics of epic-level play; additional rules can be found in *Complete Warrior*, *Complete Divine*, *Complete Arcane*, and *Complete Adventurer*. DMs who wish to delve further into the world of epic-level adventuring should consult the *Epic Level Handbook*, which has been updated to the most current rules on Wizards of the Coast's website at www.wizards.com/default.asp?x=d20/article/srd35. Finally, issue #344 of *Dragon*

✎ BY TITO LEATI
🎨 BY JOACHIM BARRUM, STEVE PRESCOTT, AND EVA WIDERMANN
Ⓝ BY ROBERT LAZZARETTI
AGE OF WORMS CALLIGRAPHY BY DARLENE
ADVENTURE PATH | HIGH-LEVEL (13TH–20TH) | URBAN & DUNGEON CRAWL

presents some advice and rules specific to the Age of Worms to aid players (and DMs) in making the transition beyond 20th level.

You can also run "Dawn of a New Age" as a stand-alone adventure or adapt it to your campaign as a high-level urban battle against a host of undead enemies.

Adventure Backround

The vampiric silver dragon Lashonna has served the Wormgod Kyuss faithfully for nearly 15 centuries, yet always in the shadow of his chosen herald, the dracolich Dragotha. Lashonna's lust to become Kyuss' favored minion drove her to recruit powerful enemies, the PCs, to strike against the dracolich. While Dragotha was distracted first by efforts to retrieve his phylactery and then by the steady approach of a band of adventurers intent on challenging him, Lashonna set the remainder of her plans into motion. Using a great teleportation engine housed in her subterranean lair, Lashonna transported the stone monolith that imprisoned Kyuss' physical form to Alhaster for the final preparation of his return.

Freeing an imprisoned deity is no small task, and Kyuss' minions have worked for ages to set into motion the numerous events required to prepare the world for his coming. Some of these events the cult was able to engineer or assist (such as the near destruction of the city of Cauldron), while others they were forced to wait for. Now that everything is in place, the final steps are child's play in comparison. With Alhaster's leader under her command, Kyuss' prison in her possession, and the great tower that serves as the key to his prison completed, all that remains for Lashonna now is to wait for her god to awake and emerge into the Material Plane.

Yet the Age of Worms is not guaranteed. Kyuss can be defeated, but this path is not without great peril. The PCs must draw upon all of their resources and allies gathered throughout the course of this campaign, and this still may not be enough. There are steps they can take in Alhaster to weaken Kyuss' position, yet in the end, merely forcing him back into his prison solves nothing. To avert the Age of Worms, a god must die.

Adventure Synopsis

The PCs meet briefly with Manzorian, who tells them that Kyuss is about to be released into the Material Plane at Alhaster. He can do something to slow the Wormgod's escape, but it remains up to the PCs to confront him and destroy him. Three key steps can be taken to weaken the Wormgod before the PCs confront him—they can destroy the Unlife Vortex under the Alhaster Boneyard that siphons negative energy into his prison, they can fight the despair his minions spread in Alhaster, and they can remove his high priestess Lashonna from the field of battle. Each of these steps further weakens the Wormgod, yet if the PCs take too long, Kyuss escapes fully from his prison and takes his place in the pantheon as the Lord of Worms, at which point nothing can be done to prevent the Age of Worms.

Adventure Hook

With Dragotha's defeat at the end of "Into the Wormcrawl Fissure," Balakarde's disjoined spirit reformed and went on to his final reward. Yet before he left the Material Plane, he paid a brief visit to his old friend Manzorian, to apologize for his actions in life and to inform him of the great deed the PCs have accomplished. This was a spot of good news in a time of darkness, for Manzorian and his allies recently learned of the developments in Alhaster. Manzorian contacts the PCs via a *sending* spell not long after Dragotha's defeat (certainly before the PCs leave the Tabernacle of Worms) and asks them to meet with him at Magepoint. If the PCs can't teleport, he casts a *teleportation circle* to their location after scrying upon one of them to bring them to his study.

PART ONE: FINAL PREPARATIONS

The PCs have been to Manzorian's study at least once before, at the start of the adventure "The Spire of Long Shadows." The long, airy chamber looks unchanged from their last visit, yet Manzorian, his agent Celeste, and his old friend Agath look haggard and worried. Manzorian asks for a brief accounting of the PCs' fight against Dragotha and congratulates them on his defeat. Yet woefully, they have no time to celebrate.

Manzorian informs the PCs that the city of Alhaster is under siege. Strange clots of green mist rise from the ground and undead monsters and immense worms stalk the city streets. Worse, the tower Prince Zeech was building has been completed with amazing speed (likely with the aid of powerful magic), and a vortex churns in the cloudy sky above the Spire. Divination spells have revealed that Kyuss will soon emerge into the Material Plane there, and when he does, the Age of Worms will begin.

The time for the final conflict has come, and it falls to the PCs to prevent the Age of Worms. Although the PCs may have already deduced or discovered some of this information, Manzorian explains how the new Spire of Long Shadows Zeech erected in Alhaster serves as a focus for the unholy energies the Wormgod needs to escape from the black monolith that imprisons him. His agents have made no attempt to hide the monolith—it rests atop the Spire at the highest point in Alhaster. The fact that the cult has so brazenly displayed this prison worries Manzorian greatly, since it implies they fear no chance of failure.

At this point, Manzorian suspects that Kyuss may be able to emerge from his prison for short periods of time, but he doubts the Wormgod can travel far from his monolith. Soon, he shall wholly emerge from the monolith to usher in the Age of Worms. The process of his freedom begun, he cannot be forced back into his prison again (he emerged prematurely 1,500 years ago, which is the only reason the druidic Order of the Storm managed to force him back into the prison at that time). In order to prevent the Age of Worms, Kyuss must be destroyed.

The PCs may balk at the prospect of slaying a deity, yet Manzorian urges them to take heart. Kyuss remains relatively weak after his centuries of imprisonment, and until he is fully freed he is a mere shadow of true divine power.

A powerful party, armed with the right gear and with the proper preparations, has more than a small chance of defeating him. Manzorian outlines three ways the PCs can further undermine Kyuss' strength before they confront him atop the Spire of Long Shadows in Alhaster.

Artifacts

Four of the artifacts the PCs have gathered during the campaign can be used in different ways to weaken Kyuss before or during the final battle. Manzorian recommends that the PCs take stock of these artifacts with bardic knowledge or Knowledge (arcana) to determine how they can be used. The DC for this check is given in parentheses after each artifact listed below.

***Hand of Vecna* (DC 40)**: Manzorian seems wary about the *Hand of Vecna* if the PCs chose to keep the dangerous artifact, but admits it may have some use against Kyuss. The presence of the artifact should allow Vecna to use it as a channel to shunt some of his power directly into the battle. The keeper of the *Hand* must strike Kyuss with the artifact in order to trigger this. When this occurs, the Hand itself vanishes, whisked away by Vecna to parts unknown. This unfortunately causes the death of the host (who can, of course, be restored to life with *true resurrection*, *wish*, or similar effects), but the blast of divine energy effectively stuns Kyuss for a few seconds, giving the rest of the party an entire round of actions to take against the Wormgod.

***Rod of Seven Parts* (DC 35)**: If the PCs chose to keep the fragment of the *Rod of Seven Parts* rather than turn it over to Manzorian in "The Spire of Long Shadows" (DUNGEON #130), he smiles at their foresight and presents them with a gift—the sixth fragment of the rod (recently liberated by Manzorian from an unruly pit fiend). Joining this fragment to the one the PCs already possess heightens the artifact's powers.

If the PCs traded Manzorian the rod fragment, he returns the fragment to the PCs to use in this last adventure, but does not have the second fragment to give to them.

A shadow of the power of the Wind Dukes resides in the *Rod of Seven Parts*, and although Kyuss is not one of the original enemies of the Vaati, the Rod is still a potent weapon against him.

***Sphere of Annihilation* (DC 30)**: The most potent artifact against Kyuss is one that the PCs don't yet possess—a *sphere of annihilation*. If they still have the *talisman of the sphere* from the Whispering Cairn, though, Manzorian tells them he has done some research into the nature of *spheres of annihilation*, and that while the exact effects of using one against a deity are unknown, at the very least contact with a sphere would weaken Kyuss greatly. Further, a *sphere of annihilation* would certainly help the PCs in other ways during the trials to come in Alhaster.

Manzorian then reveals to the PCs that he knows the location of a *sphere of annihilation* they might be able to commandeer by using the *talisman of the sphere*. If the PCs show interest, he leads them over to an easel in the corner of the room. The painting on the easel is covered with cloth, and as the PCs come near he pulls the cloth aside to reveal a lifelike painting of a green devil face carved into a stone wall. The devil's mouth gapes open, revealing inky darkness.

Characters who utilized one of Manzorian's paintings to teleport to Kuluth-Mar in "The Spire of Long Shadows" should quickly recognize the utility of this painting. If they don't, Manzorian explains. This painting depicts a *sphere of annihilation* within one of the most infamous dungeons in the world—the Tomb of Horrors. The painting itself is an aid in teleportation; a character who concentrates on the painting can then use magic like *greater teleport* to travel to the location depicted, even if he hasn't been to the location in question. The Tomb of Horrors is 1,800 miles southeast of Magepoint, in range of *teleport* cast by a spellcaster of at least 18th level.

Manzorian is willing to give the painting to the PCs so they can use it to teleport to the Tomb of Horrors at their leisure. He advises that they wait until the last possible moment to harvest the *sphere of annihilation*. While it would certainly aid them in their efforts against Kyuss' minions, its presence also draws a lot of attention. Certainly, a few of Kyuss' minions are capable of destroying a *sphere of annihilation* by casting *gate* on the *sphere* or using a *rod of cancellation* against it, so it would probably be best to limit the enemy's opportunities to destroy the *sphere* before the PCs use it against Kyuss.

The Rod of Seven Parts

This great artifact of Law was forged eons ago by the Wind Dukes for use in their war against the Queen of Chaos. It was sundered into seven parts during the battle of Pesh, and its fragments scattered across the world. Over time, fragments of the *Rod of Seven Parts* have surfaced here and there, often in times of great need. Unfortunately, the *Rod of Seven Parts* remains unstable, and once its purpose is served it fragments anew, its components scattering, often returning to the site of Wind Duke tombs or ruins.

A nonlawful character who possesses a single segment of the rod must make a DC 17 Will save each week to avoid becoming lawful. A lawful character who holds a segment of the rod and thinks of it as part of a larger item can determine in what direction the next-larger segment lies by making a successful DC 20 Concentration check.

The powers of the two fragments available to the PCs at this time are as follows:

Sixth Fragment: *hold monster* 1/day
Seventh Fragment: *heal* 1/day
Both Fragments Joined: The user can *fly* (as the spell) at will, in addition to the base powers listed above. As long as the rod is carried (not necessarily held in a hand), the wielder gains a +20 insight bonus on attack rolls made against Kyuss.

The powers of the remaining fragments can be found on page 154 of the *Arms & Equipment Guide*.

CL 20th; Weight 1 lb.

If the PCs use the painting to travel to the Tomb of Horrors, the *sphere of annihilation* can be called forth from the maw of the green devil by a character using the *talisman of the sphere* to force it to move.

Dealing With the Sphere

On first glance, giving the PCs access to a *sphere of annihilation* may seem like it might make this adventure a cakewalk. It certainly gives the PCs a major advantage, but keep in mind that this artifact is one of the most dangerous things in the game. If Kyuss' minions have the time to react to this development, one of them can certainly procure a *rod of cancellation* (a blessed angel can teleport to any large city, where the item can be purchased after 1d4 hours of searching).

Used against mobile creatures, it's best to resolve if the *sphere* hits any creature in a square it moves through or ends up in by having the controlling creature make a ranged touch attack against the threatened creatures; on a hit, the target is completely and utterly destroyed. If the *sphere* is uncontrolled, it can instead be avoided with a DC 20 Reflex save as long as the creature moves out of the way on its next action. A creature that voluntarilly ends its turn in a square occupied by a *sphere of annihilation* automaticaly comes into contact with the sphere.

Of course, a far more dangerous development is the real possibility that the sphere might fall into an enemy's control. As long as the PCs have control of the *talisman of the sphere*, this is an unlikely development. If the PCs go up against knowledgeable arcane spellcasting enemies (like Lashonna, for example), that NPC can make a DC 30 Knowledge (arcana) check to recognize the *talisman of the sphere* for what it is. With this knowledge, the NPC is sure to alert any allies, and attempts to seize control of the *talisman* can add a real element of stress and terror to any encounter. Even spells like *teleport object* that remove the *talisman* from play can cause problems, since without this advantage the PCs aren't necessarily guaranteed to be able to make opposed control checks to command the *sphere*.

In short, don't make things easy for the PCs if they decide to use this artifact in encounters other than the final battle against Kyuss.

The *sphere* initially resists being torn from the devil's mouth, and it takes a DC 60 control check to force it to do so. Since a control check made by someone with a *talisman of the sphere* is 1d20 + double character level + double character Int modifier, a DC 60 control check should be a relatively simple matter, given enough time. A failed check has no consequences until the sphere is free, so the controller can take 10 or take 20 on this check.

Once the *sphere of annihilation* is free, it can be controlled normally (see page 279 of the *Dungeon Master's Guide*). Of course, one final problem facing the PCs is how to transport the *sphere* back to Alhaster. The *sphere* is nothingness, and as such is not an object. Thus, it can't be affected by *teleport object*, nor does it accompany a teleporting controlling creature (since it cannot, by definition, be an attended object). *Gate* spells can work, since they create a physical link between two planes—by casting two, the PCs can move the sphere through the first *gate* to another plane, and then through the second into Alhaster (only by casting *gate* directly on the sphere does this spell have a chance to destroy the artifact). The sphere can also be sent into a *portable hole* (as long as care is taken for the *sphere* to not touch the sides of the hole!), which can then be folded up and transported by a teleporting character with ease. *Wish* cannot transport a *sphere of annihilation*. Other solutions to this problem doubtless exist, at the DM's discretion.

Against Kyuss, a *sphere of annihilation* has two possible uses. It can be used to annihilate either of his two artifacts (either the *Cowl of the Wormgod* or the *Mace of Kyuss*)—the loss of either of these artifacts significantly reduces the threat Kyuss poses to the PCs. A PC that attempts to use the *sphere of annihilation* directly against Kyuss may initially be dismayed that the *sphere* cannot immediately destroy him. Instead, each strike reduces his current hit points by half. If Kyuss is struck by the *sphere* when he has less than 200 hit points, he is destroyed, along with the *sphere* itself.

***Zosiel's Circlet* (automatic)**: A character who kept this circlet finds that it begins glowing soon after Dragotha is slain, and immediately understands that the potent magic within has finally fully awakened and that Zosiel's spirit now watches protectively over him. The circlet now functions as a *periapt of wisdom +6* as well as a *circlet of persuasion*. Furthermore, it protects the wearer with a constant *mind blank* effect. Zosiel wore the circlet eons ago in a different battle against godlike beings, and although the foes were different, his spiritual presence and aid grants the wearer of this circlet three specific benefits in any battles against Kyuss:

- Any weapons wielded by the wearer are treated as epic for the purposes of penetrating damage reduction. As a standard action, the wearer may impart this quality to any weapon he holds for at least one round. This quality remains with the weapon for one minute after the wearer drops the weapon or gives it to another creature.
- The wearer gains a +10 luck bonus on all saving throws made against spells and effects originating from Kyuss.
- The wearer is immune to Kyuss worm infestation, including worms that come from Kyuss' own body.

Fight Despair

Kyuss' faithful are small in number, even now on the eve of the Age of Worms. A deity must have faithful followers in order to exist, and once the new age begins, there will be no shortage of faith to fuel Kyuss' potency. At this early point, however, Kyuss is forced to draw upon lesser energies than faith to aid his emergence into the world. Just as he drew upon the faith of his cult 2,000 years ago to become a god, he now draws upon the fear and despair of Alhaster's citizens to empower his triumphant return.

By taking the time to aid the citizens of Alhaster against Kyuss' minions, to defeat several of the monsters his cult has unleashed upon the city, and to defeat Lashonna, the PCs can generate hope to oppose the despair Kyuss needs.

Part Two of this adventure details four encounters in Alhaster where the PCs can fight despair. By successfully completing three of them, the PCs can temporarily rob Kyuss of his divine traits.

Disrupt the Unlife Vortex

One thing Manzorian and his agents have noticed in their observation of the magical energies currently at work in Alhaster is the immense buildup of negative energy in the walls of the new Spire of Long Shadows. This spire is also infused with potent divine energy, so destroying it is likely impossible. Yet this negative energy is coming from a point elsewhere in Alhaster, from somewhere below the city's boneyard where an immense portal to the Negative Energy Plane is focused and directed at the Spire. If the PCs can discover what might be causing this flow of negative energy, they might be able to disrupt it. Cutting off the Spire's energy source probably won't win the day, but it'll certainly slow Kyuss down.

In truth, the negative energy is being focused on the Spire from an immense machine in a subterranean complex below the Boneyard that is connected to Lashonna's manor. The details of this complex and the machine are explored in Part Three.

Parting Gifts

The PCs may ask Manzorian and his allies to come with them, but unfortunately the archmage needs his allies to support the PCs in a different way. He knows that the defeat of Kyuss is the only way to stop the Age of Worms; if he escapes, things will only be delayed. With the aid of several powerful wizardly allies, Manzorian intends to travel to the Ethereal Plane near Alhaster where he and his allies will work a potent spell similar to a *dimensional lock*. The effects of this epic spell begin as soon as the PCs travel to Alhaster—once the spell begins, Manzorian and his allies can maintain its effects for a week. During this time, a *dimensional lock* spell encompasses the entirety of the city of Alhaster, although its effects apply only to Kyuss and his minions. Once Kyuss emerges as a god, the effects of this spell quickly become meaningless, but Manzorian hopes that it'll give the PCs a chance to put the Wormgod down. Certainly, it'll help keep his other minions from calling upon aid or escaping.

Before he leaves, Manzorian hands an arcane spellcaster in the group (or any character capable of using scrolls with Use Magic Device) a stack of three scrolls. Each scroll contains a single *wish* spell; a gift he took the time to prepare to give the PCs an extra edge in the adventure to come.

PART TWO: UNDEATH TO ALHASTER

Full details of the various sites of interest in Alhaster can be found in issue #131 of DUNGEON—if the PCs decide to explore a portion of the city not detailed in this chapter (or if you're simply looking for more information about the city in general) you should track down that issue's Backdrop article.

When the PCs arrive in Alhaster, they find the city in chaos. Riots throng in the streets where mobs of undead haven't claimed control. Some buildings burn while others shudder and collapse as immense green overworms burrow up through the foundations below. Plumes of foul green fog boil and churn throughout the city, obscuring entire blocks of buildings. There is no sign in the skies above of the ubiquitous Blessed Angels—it would seem that the erinyes guardians of the city have abandoned it. Yet despite these tragedies, the most impressive sight is Zeech's completed Great Project. The last time the PCs saw this structure it was little more than a squat ziggurat. Now, an immense tower rises from the ziggurat, stretching well over 750 feet into the sky. Dozens of strange pods and balconies line the edges of the tower, many of which are crumbled and ruined, and in the sky above the clouds spiral and churn like muddy water around a drain. Even the light seems wrong—gray and muted, as if the sun itself were loath to look upon this corner of the world.

This section presents four sample encounters, giving the PCs several opportunities to fight the chaos and despair that sicken the city. If the PCs can successfully complete three of these four encounters, they significantly weaken Kyuss' divine traits, as detailed in Part Four. Additionally, Lashonna's defeat (encounter **B2**) counts as a victory; by completing three of the encounters in this part and destroying the vampiric silver dragon the PCs can weaken Kyuss' divinty. Each time the PCs manage one of these victories, a tremendous storm of lightning erupts from the apex of the spire and Kyuss' enraged howl echoes down over the city below.

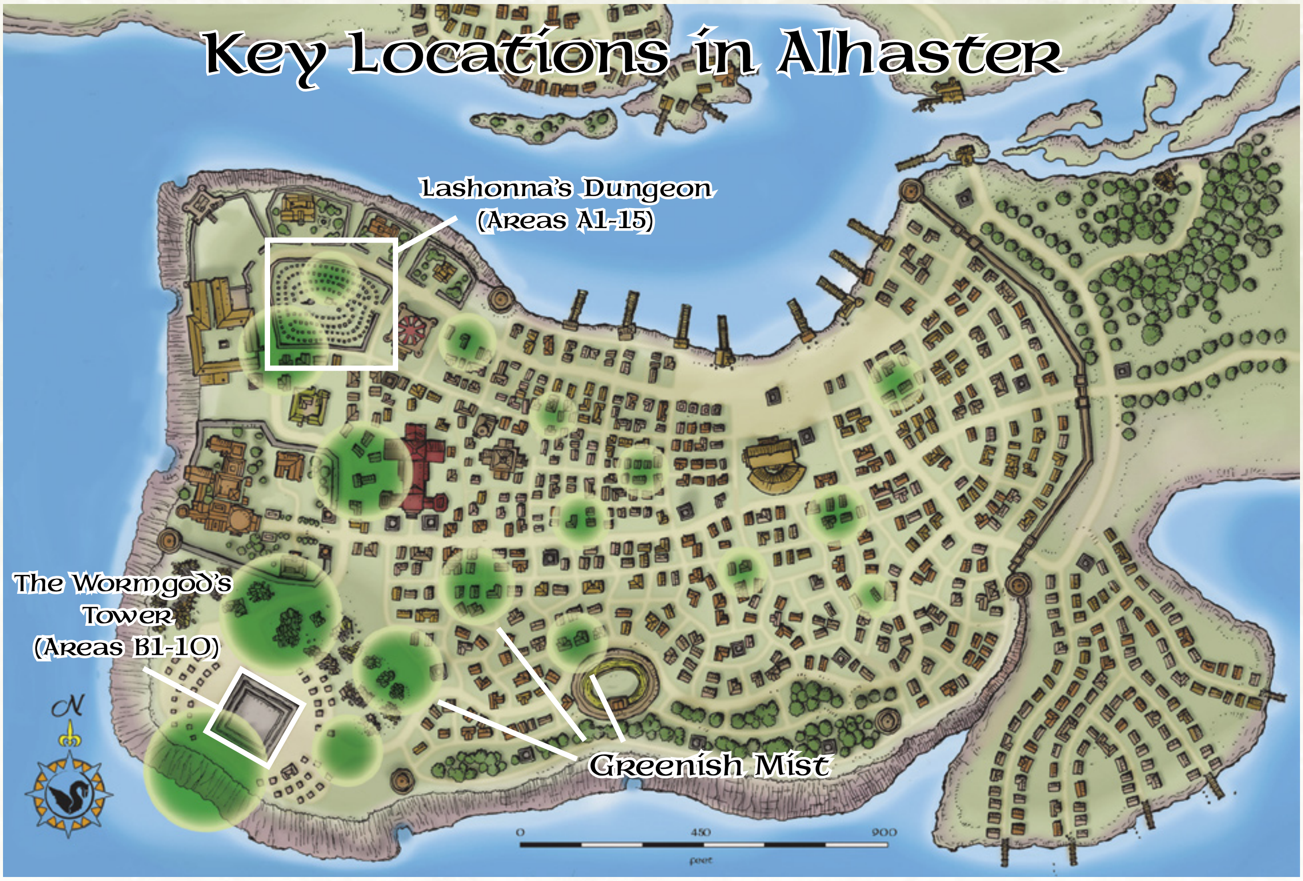
The Tomb Of Horrors

Although there's not really any time for the PCs to explore the Tomb of Horrors, DMs looking for more information on this iconic D&D dungeon should check out Wizards of the Coast's website, where a 3.5 conversion of this classic adventure can be found at www.wizards.com/default.asp?x=dnd/oa/20051031a.

As Kyuss gains power, the nature of reality in Alhaster has warped. The following effects apply to all encounters in Alhaster and below it, and remain in effect until the end of Part Four.

Clouds: The spiraling clouds above churn and boil, threatening at any moment to unleash a downpour. Sunlight or moonlight filtering through the clouds is greatly diffused, casting the city itself with a pale radiance of muted colors and hazy shadows. Creatures normally harmed by sunlight (such as vampires) can move about with ease during the day, and no spell that affects the weather can alter the cloud cover.

Desecration: The negative energy that infuses Alhaster creates a city-wide *desecrate* effect. Charisma checks to turn undead take a –6 profane penalty, and every undead creature gains a +2 profane bonus on attack rolls, damage rolls, and saving throws. These bonuses are included in all stat blocks in this adventure, but be sure to add them to undead stat blocks in cases where short stat blocks are given. All undead creatures in Alhaster gain +2 hit points per Hit Die as well (this applies even to undead not created within this zone). *Animate dead* cast in Alhaster can create up to double the normal amount of undead. *Consecrate* can suppress this effect, but only for the spell's duration and only within the spell's area of effect. If the PCs destroy the machine in area **A2**, this effect immediately ends.



Temples: Kyuss' taint has not yet infused the three primary temples in Alhaster; the Church of Kord, the Cathedral of Hextor, and the Scarlet Spire of Wee Jas. While imprisoned, Kyuss is hesitant to intrude upon the faithful of other deities. Until he is fully freed, these three locations remain safe from the worms and the undead that plague the streets and are not affected by the desecration that infuses the city.

Authority Checks

At several points during this adventure, the PCs are called upon to make authority checks. An authority check is 1d20 + the character's authority score. A character's authority score is equal to his Charisma bonus plus the number of authority points he accumulated during "The Prince of Redhand."

Characters who joined the campaign after "The Prince of Redhand" have an authority score equal to half that of the lowest authority score possessed by a PC who was on that adventure. If you haven't run this adventure, you can simply assign the PCs authority points equal to their Charisma modifiers. In this case, characters who have at least 5 ranks in Diplomacy gain +2 authority points, as do characters with at least 5 ranks in Intimidate or Knowledge (nobility and royalty), for a total possible bonus of +6.

A character's authority measures his reputation in Alhaster. These checks not only model the character's effectiveness at leading and providing morale and inspiration, but also determine the level of success in the following encounters.

Additionally, a character can make an authority check in Alhaster whenever he is called upon to make a Bluff, Diplomacy, Gather Information, Intimidate, or Sense Motive check against any of Alhaster's citizens. With a DC 20 check, he gains a +2 circumstance bonus on the associated skill check. For every 10 points by which he beats a DC 20 check, the circumstance bonus increases by 2, so if a character makes an authority check and gets a 43 as a result, he gains a +6 bonus on his associated skill check.

Event 1: Wrath of the Overworms (EL 21)

Run this encounter at any time the PCs are exploring or moving through the streets of Alhaster.

> Suddenly, a nearby building lurches to the staccato sound of bursting timbers. Plumes of dust spray into the air around the house's foundation, and then again the structure shudders. The roar of the facade crumbling away pales in comparison to the roar of the immense green worms that have burrowed up into the building's core and now spill out into the street.

Creatures: The green worms are a pair of advanced overworms (Kyuss worms grown to immense proportions) that have been burrowing through the ground in search of prey. These worms are significantly larger than those seen elsewhere in the city. The building may have been an orphanage or an inn or a tavern, but the clot of humanity that huddled within is beyond salvation. What isn't are the mobs of panicked citizens who watch in paralyzed fear and fascination as the monsters squirm up into the wan light, their mouth-filled heads seeking more food. A total of 20 citizens are close enough to the site to be in immediate danger, and if they aren't evacuated immediately, stories of unstoppable house-eating worms spread through the panicking citizens of Alhaster.

ADVANCED OVERWORMS (2) **CR 19**
CE Colossal magical beast
DUNGEON #130
Init +3; **Senses** darkvision 60 ft., tremorsense 60 ft; Listen +35, Spot +1

AC 31, touch 1, flat-footed 31
hp 480 (31 HD); **DR** 15/silver
Immune mind affecting effects, poison
Fort +29, **Ref** +16, **Will** +10

Spd 20 ft., burrow 20 ft., swim 10 ft.
Melee* bite +32 (6d6+48/19–20)
Space 30 ft.; **Reach** 30 ft.
Base Atk +31; **Grp** +66
Atk Options Awesome Blow, Improved Bull Rush, Power Attack, improved grab (bite), swallow whole
Special Atk call of the wormgod
*10-point Power Attack

Abilities Str 48, Dex 8, Con 30, Int 1, Wis 12, Cha 8
SQ obey the wormtouched, worm-infested
Feats Awesome Blow, Great Fortitude, Improved Bull Rush, Improved Critical (bite), Improved Initiative, Improved Natural Attack (bite), Improved Natural Armor (4), Power Attack
Skills Listen +35

Call of the Wormgod (Su) Once per round as a free action, an overworm can project this foul and cancerous will into other living creatures, targeting any one living creature within 120 ft. The target must make a DC 24 Will save or be stunned, its mind filled with the horrid visions that writhe within the divine consciousness of Kyuss. Each round at the start of its turn, the victim may attempt a new saving throw to end the effect as a full-round action that does not provoke attacks of opportunity. This is a mind-affecting effect. The save DC is Charisma-based.

Improved Grab (Ex) To use this ability an overworm must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can attempt to swallow the foe on the following round.

Obey the Wormtouched (Su) Although they are nearly mindless, overworms unerringly follow simple commands given by other undead servants of Kyuss.

Swallow Whole (Ex) An overworm can try to swallow a grabbed opponent of at least one size category smaller than itself by making a successful grapple check. Once inside, the opponent takes 2d8+16 points of crushing damage plus 6 points of acid damage per round from the worm's gizzard. The victim is also targeted by the worms that dwell in the overworm's body (see Worm-Infested, below). A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 25 points of damage to the gizzard (AC 20). Once the creature exits, muscular action closes the hole. Another swallowed opponent must cut its own way out. An overworm's gut can hold 2 Gargantuan, 8 Huge, 32 Large, or 128 Medium or smaller opponents.

Worm-Infested (Ex) An overworm is host to hundreds of smaller worms of Kyuss. Any creature that attacks an overworm with a natural weapon, unarmed strike, or light melee weapon must make a DC 24 Reflex save or a number of worms latch onto his flesh and begin burrowing into his body. The save DC is Dexterity-based. Once infested, the victim takes 1d6 points of damage per round for 1d4+1 rounds. At the end of that period, the worms reach the host's brain. While the worms are inside a victim, a *remove curse* or *remove disease* effect destroys them, and a *dispel evil* or *neutralize poison* effect delays their progress for 10d6 minutes. A successful DC 20 Heal check extracts the worms and kills them, although this check takes 1d3 rounds to perform and the worms may reach the brain before the Heal check succeeds. Once the worms reach the brain, the victim takes 2d4 points of Intelligence damage per round until the worms are killed (by *remove curse* or *remove disease*) or they slay the host (death occurs at 0 Intelligence). A Small, Medium, or Large humanoid slain by these worms rises as a sword of Kyuss (see *DUNGEON* #130) 1d6+4 rounds later. A Tiny or smaller creature quickly putrefies, and a Huge or larger creature (or any non-humanoid creature) becomes a normal zombie of the appropriate size. Newly created undead are not under the overworm's control.

Tactics: The overworms initially have no reason to single out the PCs, but once they start taking damage, they focus their attacks solely on the last creature to damage them; they're nearly mindless in their actions. Even if the overworms aren't intentionally attacking panicked citizens, their sheer bulk, sprays of worms, and shrapnel from buildings as they crush and destroy kill people just as easily. Each round of combat, 1d6 of the 20 endangered citizens perishes. A DC 10 authority check made as a standard action is enough to get one endangered citizen to take cover; for each 5 points by which the check result exceeds 10, an additional citizen can be saved. Additional actions (such as *teleport*) can save more citizens.

Development: If the PCs can defeat the overworms with at least 15 surviving citizens from the initial group of 20, they may count this encounter as a victory.

This encounter is little more than a quick combat; you can generate additional encounters along these lines as you wish to give the PCs further chances to undermine the despair Kyuss needs to escape his prison. Consider using different monsters each time you run this encounter, such as mindkiller scorpions (*DUNGEON* #134), hullathoins or advanced ulgurstastsas (*Fiend Folio*), or necronauts (*Monster Manual III*).

Event 2: A Clerical Dispute (EL 20)

At some point, the sound of church bells rings out across the city. A DC 10 Listen check is all it takes to discern that the ringing comes from the Church of Kord. As the bells continue to ring, nervous and hesitant clutches of citizens begin to desperately creep along the streets, drawn by the inferred promise of sanctuary.

If the PCs investigate, they find a large crowd growing in the area between the three churches. As they arrive, feel free to have them recognize a few faces here and there from those they met during earlier visits to Alhaster; a good choice might be Lord Malaven Kilraven, who just led his family and servants over to the church from his estate to seek shelter.

The high priest of Kord, **Lanthis Chax** (CG male human cleric 6/fighter 2) is the one ringing the bells. As the PCs arrive, Lanthis judges he's gathered enough people and steps out on the steps in front of his church to address the crowd. He immediately begins doing his best to calm the crowd, and tries to organize a mass exodus of the city, pointing out that the Toilway (the primary street in Alhaster) so far remains clear of the insidious mist, and that if people move quickly, they can escape the city via the eastern gates. Lanthis also claims that it was Prince Zeech's madness that unleashed this terrible catastrophe on Alahaster. Lanthis's plan is dangerous, but the desperate crowd begins to buy into it until two other bands of clerics arrive on the scene, themselves drawn by the peal of the bells.

The first to arrive is a group of two dozen soldiers and warriors led by **Vierias Spatlepate** (LE male human cleric 7), the high priest of the Cathedral of Hextor. He counters Lanthis's plan by calling the priest of Kord a traitor, claiming that Zeech himself has come to the Cathedral of Hextor to lead mass and to call upon the patron deity of Alhaster for deliverance in these dark times. He promises salvation to those who join him in the Cathedral, and threatens doom and wrath to those who would so cowardly flee their homes. Ironically, the evil priest's advice is better than that offered by Lanthis, yet Vierias is a poor public speaker and his words find difficult purchase among the mob.

Not long after Vierias's arrival, the high priestess of the Scarlet Spire, the shrill and intense **Almerah Kosen** (LE female human aristocrat 3/cleric 10) appears on the scene. Her voice carries and cuts through the crowd as she offers sanctuary to those who can honor Wee Jas with the propper offerings—in essence, she's attempting to sell sanctuary to the highest bidders. She is attended by several lesser members of the church, many of whom appear to be quite uncomfortable about their mistress' offers of safety for money in a time of social crisis.

Unless the PCs intervene, the three priests continue to argue for the proper way to handle the crisis and the crowd grows increasingly desperate. The mob begins fragmenting, as each member chooses a side and tempers begin to flare. Within a few minutes, someone snaps and takes a swing at someone else, and in a heartbeat the mob erupts into a riot of violence. The three clerics panic; Almerah tries to flee back to the Scarlet Spire, Lanthis tries to calm the riot with words, and Vierias sends his soldiers in to establish order by force. Just when it seems things can't get worse, minions of Kyuss arrive (see Creatures, below).

The best solution to this problem is to break the crowd up into three groups, sending them to the church of their choice for sanctuary; the church of Kord and the Scarlet Spire can both shelter up to 50 people, while the Cathedral of Hextor can shelter up to 300 people. Other options exist as well; it's up to the PCs to decide what to do with the mob. Unfortunately, getting the crowd and priests to comply isn't easy.

The crowd consists of 200 terrified citizens. Normally, Diplomacy and Intimidate would serve to direct the crowd, but this mob is frightened and looking for leadership. In order to take control of the situation, the PCs must first establish their presence by making a DC 20 authority check. If they ally themselves with one of the three priests they receive a +4 bonus on their authority checks in this encounter. Once the PCs have established themselves as leaders, they can make additional DC 20 authority checks at the rate of one per minute (multiple characters can make multiple checks). Each successful check results in 20 people in the mob turning to that PC for leadership. For every 10 points by which an authority check exceeds this DC, an additional 20 citizens are attracted. Once the PCs have gathered the attention of as many citizens they wish, they can direct the crowd to disperse or take shelter. It'll take a crowd only a minute to disperse, or two minutes to file into one of the nearby churches.

Unfortunately, the PCs don't have much time to handle the crowd, since the minions of Kyuss won't be held back by their fear of holy ground for long.

Creatures: The proximity of the three churches in this region makes the area temporarily safe from Kyuss' minions, but only briefly. Ten minutes after this encounter begins, a nearby mob of undead finally succumbs to the tempting lure of so many living souls and launches an attack on anyone still remaining in the open.

This group of undead consists of a dozen Kyuss knights. The Kyuss knight is a powerful undead created by exposing humanoid creatures directly to the necromantic wrath of the Wormgod in a specially-prepared chamber in the Tabernacle of Worms. Until recently, only four Kyuss knights existed in the world, but Lashonna has been using the chamber in the Tabernacle to create dozens more of the dangerous undead. Unlike the four knights the PCs encountered in "The Spire of Long Shadows," these Kyuss knights do not have unique gifts of Kyuss; they all share the same potent abilities.

A Kyuss knight wears dark armor that hides much of its skeletal undead body from view. Small green worms infest their armor and flesh, and they wield terrible weapons known as executioner's maces. The Kyuss knight's most gruesome feature is its eyes, which have been replaced by the ravenous mouths of bloated worms. These worms can extend out to bite their enemies.

KYUSS KNIGHT (12) CR 13
CE Medium undead
Init +4; **Senses** darkvision 60 ft.; Listen +21, Spot +21
Languages Abyssal, Flan (or a similar ancient language from your campaign)

AC 26, touch 10, flat-footed 26 (+10 armor, +6 natural)
hp 216 (16 HD); fast healing 10; **DR** 10/silver
Immune cold, electricity; undead traits
Fort +12, **Ref** +12, **Will** +19

Spd 20 ft. in armor (30 ft. base)
Melee* *+1 unholy executioner's mace* +24/+19 (2d6+17/×3) and

Executioner's Mace

This martial two-handed weapon was the favored weapon of executioners in Kyuss' ancient city of Kuluth-Mar. Kyuss himself wielded one of these terrible weapons, further increasing its popularity among his followers. An executioner's mace is a combination axe and mace fitted with a long spike, giving the wielder wide versatility in damage type.

Cost	Dmg (S)	Dmg (M)	Critical	Weight	Type
75 gp	1d10	2d6	×3	12 lb.	Bludgeoning and piercing or bludgeoning and slashing

2 bites +9 touch (1d4+11 plus 2d4 Intelligence drain)

Base Atk +8; **Grp** +17

Special Atk gifts of Kyuss

Spell-Like Abilities (CL 16th)

At will—*detect good*

1/day—*bull's strength, death knell* (DC 17), *protection from energy*

*5-point Power Attack

Abilities Str 28, Dex 10, Con —, Int 12, Wis 15, Cha 20

SQ dark blessing, martial calling, turn resistance +4, unholy toughness

Feats Cleave, Improved Initiative, Improved Sunder, Iron Will, Power Attack, Weapon Focus (executioner's mace)

Skills Concentration +19, Intimidate +24, Knowledge (religion) +20, Listen +21, Spot +21

Possessions *+2 full plate, +1 unholy executioner's mace*

Dark Blessing (Su) A Kyuss knight applies his Charisma modifier as a bonus on all saving throws.

Gifts of Kyuss (Su) These Kyuss knights possess two additional abilities granted by the Wormgod—they resolve attacks with their bites as touch attacks, and they have fast healing 10.

Intelligence Drain (Su) Anyone who is bitten by one of the Knight's "eyes" takes 1d4 points of Intelligence drain. The Kyuss Knight heals 5 points of damage each time it drains Intelligence from a creature.

Martial Calling (Su) A Kyuss knight gains a profane bonus equal to half its Hit Dice on all melee weapon attacks (but not on natural attacks).

Unholy Toughness (Ex) A Kyuss knight gains a bonus to its hit points equal to its Charisma modifier × its Hit Dice.

Tactics: The Kyuss knights can kill 3 citizens per round if left to their work, but if the PCs intervene the undead quickly realize they are the primary menace and coordinate their attacks. Kyuss knights are master tacticians, and take full advantage of flanking, higher ground, and sunder attempts as needed to defeat their foes.

Development: As long as the PCs defeat the undead and protect at least 150 of the citizens, they may count this encounter as a victory.

Event #3: The Deluxury Besieged (EL 20)

Run this event at any point the PCs are near an inn called the Deluxury. Alternately, you can have this event occur at any other location that the PCs may attempt to visit during this adventure. If you change the location, you'll need to change the NPCs endangered by the encounter. As the PCs near the location, a tremendous rush of fire explodes against the building's facade—the result of a *fireball* spell cast by one of the liches assaulting the building.

Creatures: The Deluxury is under attack by a group of undead led by a Kyuss knight named Rinn Graddah. His undead minions include a cabal of lich wizards and vampire shadowdancers. The band of undead are attended by over two dozen spawn of Kyuss as well. The *fireball* that attracts the PCs' attention signifies the start of the battle. The screams of terrorized aristocrats and commoners alike can be heard from within the building as the undead inexorably press the advantage. If not stopped, the undead quickly see to the infestation and death of all within, including the Deluxury's owner Arhmin and possibly several other allies of the PCs (including Professor Montague Marat, Shag Solomon, and Toris—the mercenary captain Vulras is elsewhere at this time [see Part Three]).

It should be obvious at a glance that the spawn of Kyuss themselves, while numerous, are not the primary menace. With a successful DC 30 authority check, a PC can (as a move action) direct and advise Arhmin and the others on how best to defend themselves against these undead while the PCs challenge the others. There are 20 people huddling in the Deluxury in all, and at the end of each round 1d6 of them are slain by the undead. Each round at least one PC makes a successful DC 30 authority check, the number of commoners slain drops to 1d4–1d6 (with results of zero or less indicating no one was slain that round).

If you don't have access to *Monster Manual II* or an earlier issue of DUNGEON that contains stats for the spawn of Kyuss, simply use wights in their place; in either case, these undead should have little to no impact on the combat. In fact, you can probably leave these minor undead out of the combat entirely—simply mention them now and then on the fringes of the primary combat to keep the flavor of the attack. Once the other undead are slain, you can assume the PCs defeat any remaining spawn with ease in a single round of combat.

Rinn Graddah, Kyuss Knight: hp 216; see page 61. Rinn Graddah's gifts include the supernatural ability to *see invisibility* at will and a spell resistance aura (SR 30) that applies to himself and any of his allies within 30 feet.

Liches of Kyuss (3): hp 96 each; *Monster Manual* 166.

Vampires of Kyuss (4): hp 116 each; *Monster Manual* 251.

Spawn of Kyuss (25): hp 37 each; *Monster Manual II* 186.

Development: As long as the PCs defeat the undead and protect at least 15 of the citizens within the Deluxury, they may count this encounter as a victory.

Event 4: The Breath of Kyuss (EL 20)

As part of the preparation for Kyuss' return, his cultists (at Lashonna's direction) have installed numerous "pods" along the edges of the Spire of Long Shadows. As Kyuss draws near to the world, plumes of green mist (his divine breath) exhale from the monolith atop the spire, drifting down the outer edge to bathe these pods in his divine energies. The pods quickly matured in this mist, hatching into powerful outsiders spawned of Kyuss' breath. These creatures are known as broodfiends, and their sole purpose is to create areas of undead genesis on the Material Plane.

As the broodfiends invade Alhaster, they settled in numerous locations throughout the city. These locations quickly became infused with Kyuss' breath, and different-sized spherical patches of noxious mist filled these areas. The map of Alhaster shows these locations. At the center of each sphere of greenish mist lurks a single broodfiend.

Those who enter one of these regions must make a DC 20 Fortitude save or become nauseated for a round. A new save is required each round, although once a character makes the save he becomes accustomed to the smell and need not save again until he exits the mists and re-enters. The mist provides concealment (20% miss chance) to creatures five feet away, and total concealment (50% miss chance, cannot use sight to target) to targets further away than that. In addition, any dead bodies left in this mist eventually animate as undead (see the broodfiend's description for details).

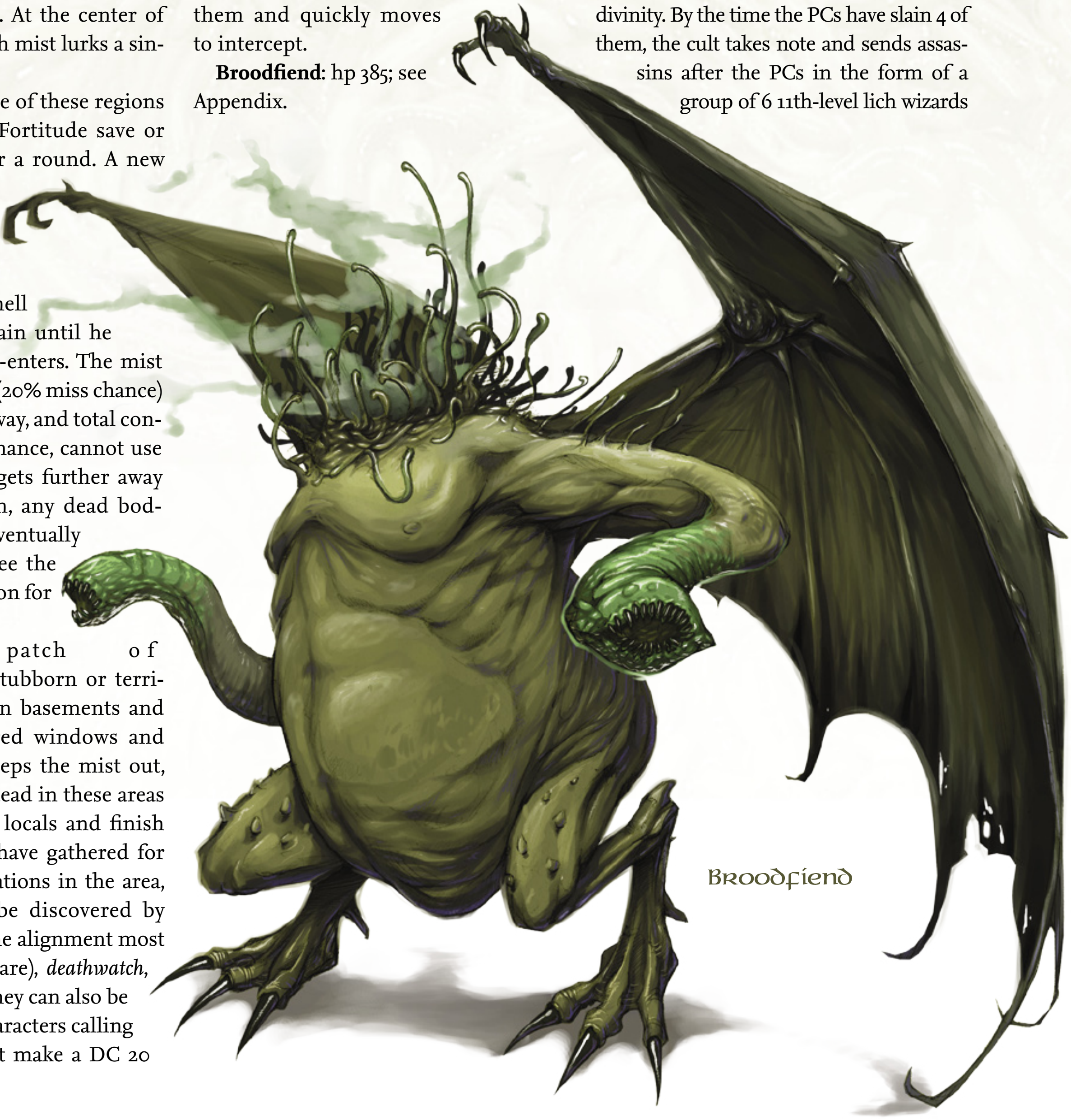
Within each patch of mist, 1d6 groups of stubborn or terrified citizens huddle in basements and attics behind shuttered windows and locked doors. This keeps the mist out, but eventually the undead in these areas find these frightened locals and finish them off. These folk have gathered for safety in different locations in the area, and while they can be discovered by spells like *detect law* (the alignment most of Alhaster's locals share), *deathwatch*, or other divinations, they can also be called out by voice. Characters calling out for survivors must make a DC 20 authority check to convince a group to join them. Each 10 points by which this check exceeds DC 20 means an additional group comes forth. Making an authority check in this manner takes 10 minutes of work, and every 10 minutes brings a cumulative 25% chance that the broodfiend hears and comes to investigate.

Creatures: Aside from the broodfiend at the mist's center, these areas are rife with undead. Feel free to have the PCs encounter groups of skeletons, zombies, spawn of Kyuss, or other forms of minor undead. These encounters shouldn't challenge the PCs, but they should impress upon them the need for action. Once a PC comes within 90 feet of the mist's center, the broodfiend notices them and quickly moves to intercept.

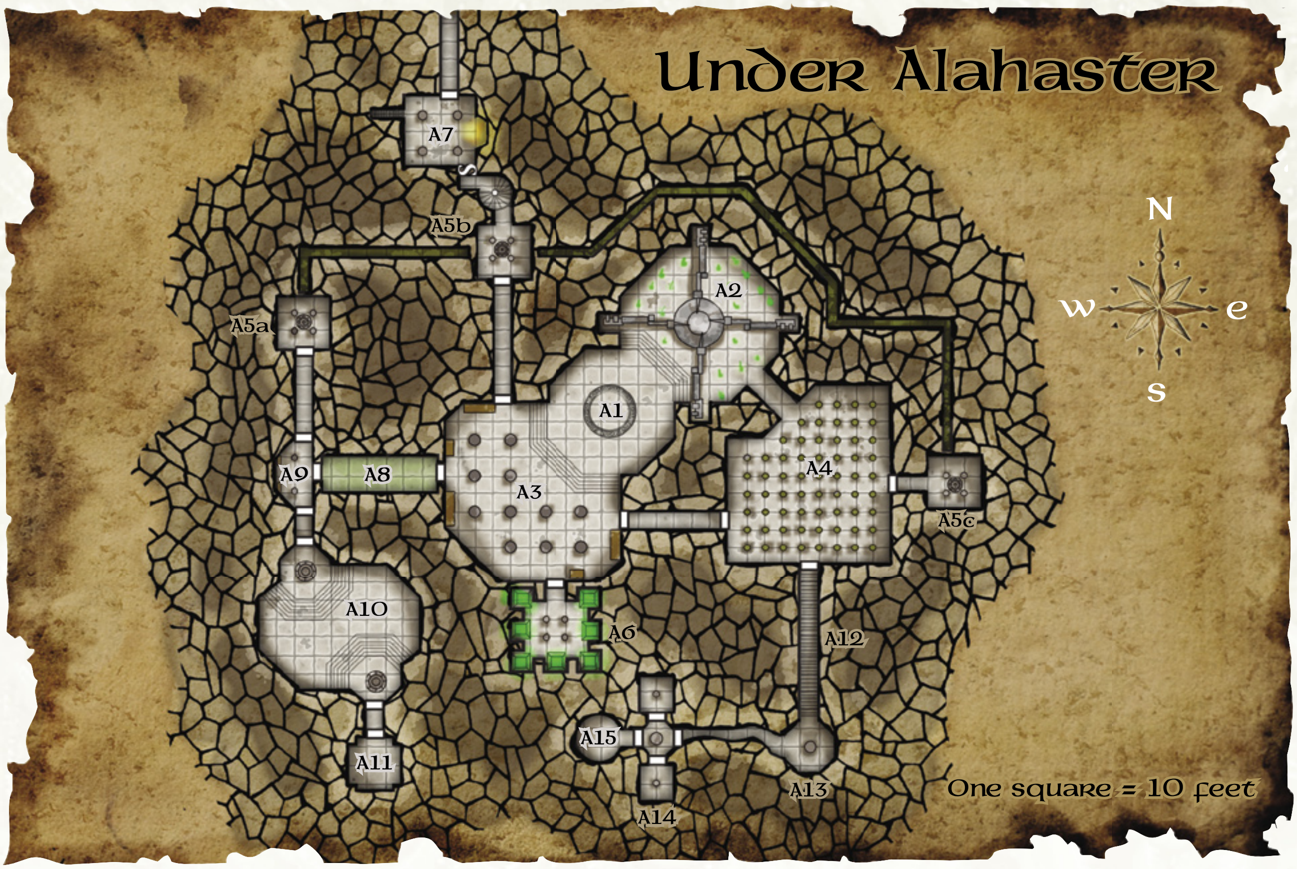
Broodfiend: hp 385; see Appendix.

Development: In order to count this encounter a victory, the PCs must not only defeat the broodfiend but must also successfully locate and evacuate at least half of the groups of citizens from the area (round fractions up).

You can run this encounter multiple times; when the PCs first arrive in Alhaster, there are 19 broodfiends in the city. Destroying one counts as a victory for the PCs in the fight against despair, but multiple strikes against the broodfiends have diminishing returns. Each successive victory increases the number of broodfiends that must be slain by two. If the PCs only fight broodfiends and avoid the other three events detailed here, they'll need to kill a total of 16 broodfiends in order to disrupt Kyuss' divinity. By the time the PCs have slain 4 of them, the cult takes note and sends assassins after the PCs in the form of a group of 6 11th-level lich wizards



Broodfiend



led by a Kyuss knight. If the PCs defeat this group and then manage to slay 10 broodfiends, Lashonna herself comes to finish them off.

PART THREE: THE UNLIFE VORTEX

The vampiric silver dragon Lashonna has dwelt in the region for decades. In that time, she's kept the truth of her undead nature secret from all of Alhaster's living souls, with the exception of a group of loyal avolakia minions. The avolakias are wormlike aberrations who serve Kyuss and feed on undead flesh. With their aid, Lashonna built a subterranean complex under her home, Mistwall Manor. The complex lies 120 feet underground, and stretches from the silver sorceress's home to Alahaster's Boneyard; not even the clerics of the Scarlet Spire know of this complex, though they have long tended to the needs of the graveyard. They mistakenly believe it is their work that keeps the place free of undead, when in fact Lashonna has simply kept them secured in her secret complex.

There are two ways the PCs can end up in Lashonna's underground hideout. Manzorian's investigation of the situation in Alhaster resulted in his discovery of the powerful negative energies being channeled by the Unlife Vortex in area **A2**. Once the PCs are aware of this portal, they can use spells like *find the path* to locate the most direct route to area **A2**. Alternately, the PCs could ask the clerics of the Scarlet Spire about the possibility of a complex below the boneyard (no one else has the slightest inkling that these chambers exist). If the Wee Jas clerics can be made helpful (their initial attitude is unfriendly unless the PCs have already established a rapport with them), one of the clerics admits that there may be some chambers below. This cleric can lead the PCs to area **A16** of the complex, explaining that the tomb within has been kept sealed by the church for years. Alternately, the PCs could simply explore the region for the entrance. If the PCs suspect Lashonna, they might decide to search her manor for an entrance to the dungeon. Two exist from her estate grounds; a secret door in her cellar and a hidden stairwell under a large statue of a wyvern in her garden. Both of these entrances are extremely well-hidden (Search DC 40 to locate), *arcane locked* (caster level 15th), and trapped with *greater glyphs of warding*. In addition, both of these entrances are protected by a mental *alarm* spell cast by Vulras (see area **A7**).

***Greater Glyph of Warding* (Spell)**: CR 7; spell; spell trigger; no reset; spell effect (*harm*, 15th-level cleric, 150 points of damage, DC 22 Fortitude save half damage); Search DC 31; Disable Device DC 31.

There's one other way the PCs can find themselves in Lashonna's dungeon. In "Into the Wormcrawl Fissure," they may have discovered a bejeweled ring of silver set with star sapphires that bears Lashonna's seal. This ring was used by one of her vampiric minions before Dragotha destroyed the halfling vampire. The ring radiates strong conjuration magic, and is in fact a "key" of sorts, allowing the wearer and anyone touching him to *teleport* directly into Lashonna's sanctum below the Alhaster Boneyard. Activating the ring requires a command word that can be divined with a bit of research or a spell like *vision* or *legend lore*. Lashonna knows her vampiric minion has been destroyed, but the fact that Dragotha hasn't yet used this ring to invade her sanctum gives her heart that it hasn't yet been found. Nonetheless, she's arranged a nasty surprise for the next person to use this ring to pay her a visit. Characters who use this method to enter the dungeon appear in the magic circle in area **A1** and are immediately attacked, as described in that encounter.

Lashonna's Dungeon Features

Unless noted otherwise, the ceilings in the complex are 20 feet high. The walls are hewn from stone and finished with smooth tiles. Most doors of the complex are made of wood reinforced with steel and are perfectly functional. The corridors and some rooms are lit by everburning torches, while other chambers have some magical means of illumination. All of the blanket effects caused by Kyuss' proximity extend to these chambers. Additionally, Lashonna has installed three other security features in her lair.

- Spells and spell-like abilities of the teleportation subschool cast by living creatures attempting to teleport into or out of the complex must be cast with an additional series of somatic components. These components increase the casting time of the spell to one full round. The exact components required are a closely guarded secret—powerful divination magic could reveal them, as could a successful interrogation of one of Lashonna's minions capable of teleporting. Failure to utilize these additional somatic components means that the caster must make a DC 35 level check. Success indicates the teleportation spell functions normally. Failure indicates that the spell instead redirects the character to the magic circle in area **A1**. If the target of the spell is out of range of this area, the teleportation spell instead simply fails.
- The entire complex is protected by a permanent *screen* spell (caster level 18th). This screen does not disguise the dungeon's appearance to on-site observers, but anyone who attempts to scry upon the areas within automatically show only blackness, as if the area were solid stone.
- An *unhallow* spell (caster level 15th) protects the entire site. All creatures within are protected by a *magic circle against good* effect, and turning checks made to turn undead take a –4 penalty. Turning checks to rebuke undead gain a +4 profane bonus. Finally, all worshipers and minions of Kyuss within the complex gain a constant *freedom of movement* effect.

A1. Teleport Entry

This is a spacious underground hall. The humid, heavy air reeks of mold and death. The chamber itself is a seventy-foot-wide octagonal platform under a fifty-foot-high domed ceiling. Thousands of blue and green semi-precious stones are embedded in the tiled stone floor to form a thirty-foot-wide magical circle of arcane ciphers in the platform's center. Two diametrically opposed arcades lead to grandiose chambers to the northeast and southwest. The one to the southwest is lit by reddish glass lamps and looks like a bizarre workshop. The other one, spangled by strange green bonfires, is similar to a domed warehouse and contains a colossal cranelike machine.

The magical circle in the middle of the chamber was once a permanent *teleport circle* that was linked to several magic rings Lashonna gave to her favorite minions. Recently, she altered this portal to be a potent magical trap. Now, anyone who uses those rings to travel here (as well as those who improperly cast teleportation spells) are redirected to this circle.

The circle itself functions as an *antilife shell*, and prevents the passage of all living creatures. Such creatures that appear inside the circle cannot physically leave the circle. The circle should be treated as a magic item with caster level 13th for the purposes of resolving *dispel magic* attempts against it. The circle can be destroyed by physical damage as well, but simply damaging the circle does not bring down the *antilife shell*.

As long as the Unlife Vortex (area **A2**) functions, the area inside this circle is infused with negative energy. Living creatures in the circle take 10 points of damage per round they remain in the circle (Fortitude DC 20 negates), while undead creatures are healed of 10 points of damage per round they remain in the circle.

Magic Circle: Hardness 10; hp 200.

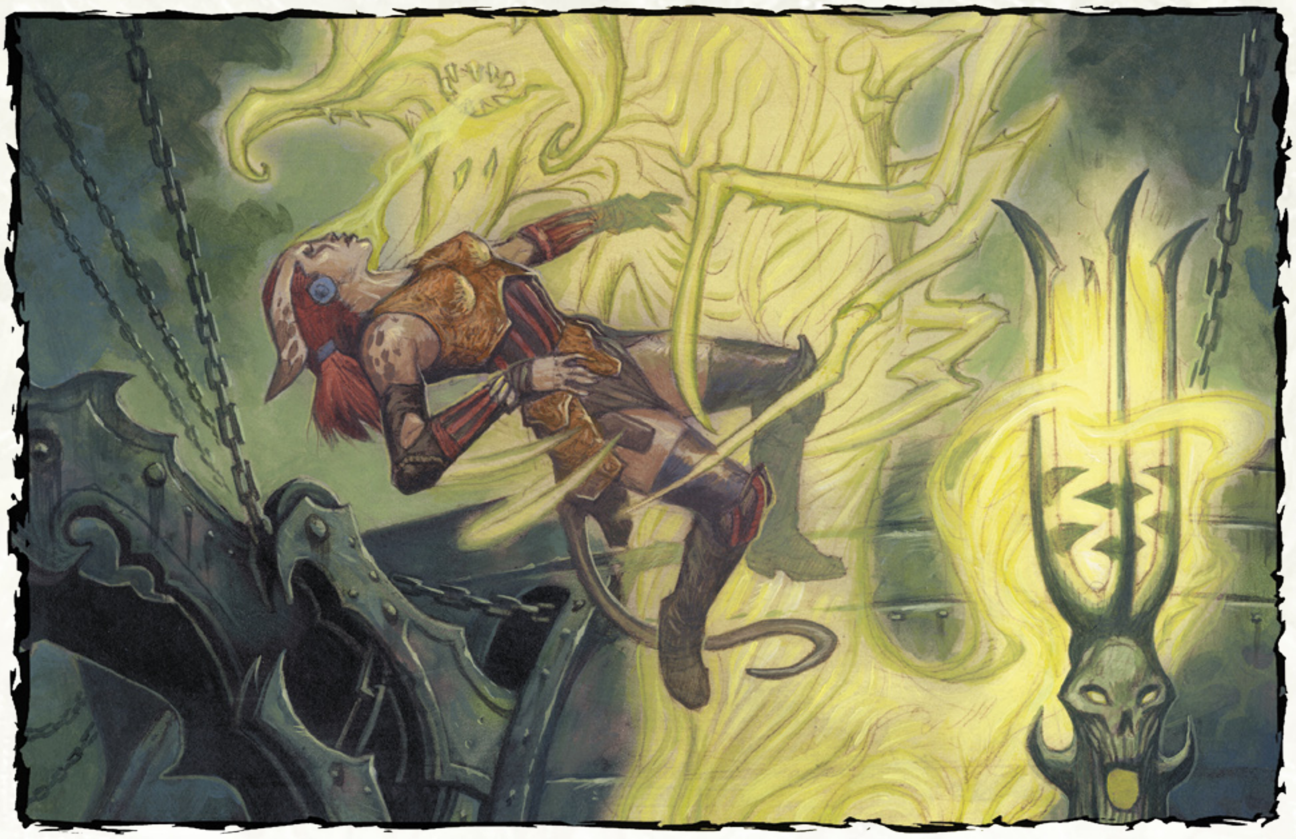
Development: If the PCs make no attempts to hide, or if they simply teleport into the magic circle, check to see if the ghosts in area **A2** or the liches in area **A3** notice. Characters who make no attempt to hide are noticed automatically. The undead take full advantage of the fact that they can move through the magic circle at will, and of the fact that when they are within it they heal damage. For the most part, the undead remain outside of the circle and use spells to attack the PCs at range.

Alternately, if the PCs encounter the undead in areas **A2** and **A3**, the undead may retreat to the circle to use the same tactic, using the circle as protection while they use ranged attacks and spells from within against characters outside its rim.

A2. The Unlife Vortex (EL 21)

A circle of thick metal pillars supports the seventy-foot-high ceiling of this enormous chamber. Four massive mechanical arms extend from niches in the walls at the cardinal points to the center of the chamber, where they connect to a thirty-foot-wide platform with a chain and pulley system. This machinery is evidently meant to raise the platform within the circle of pillars, although no apparent place for it to go is visible in the ceiling above. The green light that illuminates the chamber comes from a dozen ghostly bonfires lit on the floor around the platform. The flickering flames of the bonfires form haunting designs in the air. In the space just above the central platform floats a whirling vortex of black wind shot through with red lightning.

The green bonfires scattered in the chamber are manifested ghostly flames. They shed light but no warmth, and give the chamber an eerie (but harmless) glow.



The arcane machinery in this room was built by Lashonna and a small army of avolakia priests to serve as a transportation device. It was with this device that the cult was able to reach out to the Wormcrawl Fissure and teleport the monolith of Kyuss' prison from the Writhing Sanctum to its new home atop the Alhaster Spire of Long Shadows. After this, the cultists quickly rebuilt and refocused the machine's energies, transforming it into a device called an Unlife Vortex. The procedure required the four avolakia priests to give their lives and become ghosts, a sacrifice they made willingly.

Now, the machine serves as a siphon of sorts. The whirling black vortex is actually a pinpoint-sized portal to the Negative Energy Plane, and the machine amplifies and directs this energy directly into the Spire of Long Shadows to aid in Kyuss' emergence. Any living creature that stands within ten feet of the vortex gains 1d6 negative levels each round; a living creature that comes into contact with the vortex gains 2d6 negative levels each round. It's a DC 25 Fortitude save to remove these negative levels. Undead creatures within ten feet are instead healed 20 hit points of damage per round; those in contact with the vortex regain 100 hit points per round.

The machine is horrifically complex to use. A set of intricate controls consisting of dozens of levers and knobs can be found at the base of each arm. A DC 40 Knowledge (arcana) check allows a character to decipher the controls after ten minutes of study. The character can use the controls to cause the Unlife Vortex to do one of four things. Manipulating these levers is a full-round action

1—Deactivate the portal.

2—Activate the portal, providing it has been deactivated no longer than one minute. If the portal remains deactivated for more than a minute, the connection between planes "scabs over" and a complex series of rituals and spells are required to restore it.

3—Summon 1d6 nightwing nightshades (*Monster Manual* 197). The nightwings are not under the user's control, and immediately attack any living creatures they sense. This function can only be used once a day. The summoned nightwings remain for 1 hour before returning to the Negative Energy Plane.

4—Overload the portal. This causes the vortex within to expand at the rate of five feet per round, and makes the entire machine shake tremdously. After eight rounds, the vortex fills the entire chamber. On the ninth round, the entire machine implodes. Any creature in this room immediately takes 20d6 points of crushing damage and is transported to the Negative Energy Plane. A DC 25 Reflex save halves the damage and prevents planar transport. The portal seals after this implosion, as if it had been deactivated for more than a minute (see above).

A character who doesn't understand the controls can attempt to blindly manipulate the controls. Doing so has a 20% chance per round of randomly activating one of the above four effects. The machine itself can be destroyed via damage, but if it is destroyed, the vortex in the center immediately overloads as detailed above.

Once the machine is destroyed or the Unlife Vortex is closed, the defenses of the new Spire of Long Shadows are reduced and when Kyuss does emerge from his monolith, he will be weakened by the lack of negative energy to support his first few moments of freedom. If the PCs destroy the Unlife Vortex, the desecrate field over the city of Alhaster vanishes. This impacts the stats of all undead in Alhaster as appropriate (see page 58).

Unlife Vortex Machine: Hardness 16; hp 360; Break DC 36.

Creatures: This chamber is tended by the four avolakia ghostpriests that aided Lashonna in the Vortex's creation. The ghosts have little to do now but guard the chamber; they hide within the ghostly flames, emerging to attack anything that attempts to meddle with the machine, or if they notice living creatures appear in the magic circle in area **A1**.

AVOLAKIA GHOSTPRIEST (4) CR 17

Ghost avolakia cleric 10 (Kyuss)
NE Large undead (incorporeal, shapechanger)
Monster Manual 117, *Monster Manual II* 29
Init +3; **Senses** darkvision 60 ft.; Listen +11, Spot +11
Languages Avolakia, Draconic, Undercommon

AC 26, touch 22, flat-footed 23
hp 170 (20 HD); fast healing 4
Immune cold, disease, energy drain, paralysis; undead traits
Resist fire 10; **SR** 21
Fort +16, **Ref** +11, **Will** +27

Spd fly 30 ft. (perfect)
Melee draining touch +18 touch (1d4 ability point drain) or
bite +20 (2d6+7 plus poison against ethereal foes) and
8 claws +18 (1d4+4 against ethereal foes)
Space 10 ft.; **Reach** 10 ft.
Base Atk +14; **Grp** —
Atk Option smite 1/day (+4 attack, +10 damage)
Special Atk death touch 1/day (10d6 damage), rebuke undead 11/day (+10, 2d6+18), *suggestion*, telekinesis
Spells Prepared (CL 10th, +18 touch)
5th—*mass cure light wounds* (2), *flame strike* (DC 26), *slay living*^{D} (DC 27), *wall of stone* (DC 26)
4th—*air walk, cure critical wounds, death ward*^{D}, *freedom of movement, sending, spell immunity*
3rd—*blindness/deafness* (DC 25), *contagion*^{D} (DC 25), *cure serious wounds* (3), *dispel magic, magic circle against good*
2nd—*cure moderate wounds* (2), *death knell*^{D} (DC 24), *enthrall* (DC 23), *hold person* (DC 23), *resist energy*, *silence* (DC 23), *spiritual weapon*
1st—*command* (DC 22), *cure light wounds* (4), *divine favor, inflict light wounds*^{D} (DC 23), *sanctuary* (DC 22)
0—*cure minor wounds* (2), *guidance, mending, read magic, resistance*
D Domain Spell; **Domains** Death, Destruction
Spell-Like Abilities (CL 14th, +18 ranged touch)
At will—*chill touch* (DC 19), *cause fear* (DC 19), *detect magic, disrupt undead, gentle repose, ghoul touch* (DC 20), *halt undead* (DC 20), *mage hand, read magic, spectral hand*
3/day—*animate dead, create undead, enervation, quickened vampiric touch*

Abilities Str 20, Dex 16, Con —, Int 14, Wis 32, Cha 30
SQ alternate form, defensive aura, manifestation, rejuvenation, spontaneous casting (inflict spells), +4 turn resistance
Feats Combat Casting, Combat Reflexes, Craft Wondrous Item, Improved Initiative, Multiattack, Quicken Spell-Like Ability (*vampiric touch*), Spell Focus (necromancy)
Skills Bluff +21, Concentration +17, Diplomacy +12, Knowledge (religion) +22, Sense Motive +24, Spellcraft +15
Possessions *bracers of armor +4, periapt of Wisdom +4*

Alternate Form (Su) An avolakia ghost can change shape into any ghostly humanoid creature at will. It can remain in its assumed form indefinitely. While in humanoid form, the avolakia loses the benefits of its protective slime and no longer has fire resistance 10.

Corrupting Gaze (Su) 2d10 points of damage plus 1d4 points of Charisma damage, 30 feet, Fortitude DC 30 negates.

Defensive Aura (Su) An avolakia gains a deflection bonus to its Armor Class equal to its Charisma bonus.

Draining Touch (Su) An avolakia ghost drains 1d4 points from any one ability score it selects when it touches a living target. On each such successful attack, it heals 5 points of damage.

Manifestation All of these ghosts are manifested, and as long as the dimensional lock created by Manzorian persists, they cannot deactivate this power.

Poison (Ex) Injury, Fortitude DC 24, initial damage 1d6 Wisdom, secondary damage 2d6 Wisdom.

Rejuvenation (Su) A destroyed avolakia ghost restores itself in 2d4 days. The only way to truly destroy an avolakia ghost is to destroy the Unlife Vortex.

***Suggestion* (Sp)** When in humanoid form, an avolakia can implant suggestions with its melodious and hypnotic voice. By speaking soothingly to a single creature within 50 feet, the avolakia can create an effect identical to that of a quickened *suggestion* spell (caster level 10th, Will save DC 28). An opponent in eye contact suffers a –2 penalty to the saving throw. An avolakia can use this spell-like ability a number of times per day equal to its Charisma modifier.

Telekinesis (Su) An avolakia ghost can use *telekinesis* as a standard action (caster level 20th), once every 1d4 rounds.

Tactics: Apart from using their special abilities and spells, these ghosts find it greatly entertaining to use *telekinesis* to lift up and move living creatures into the Unlife Vortex.

A3. Statuary Workshop (EL 19)

Lit by spherical lamps of reddish glass mounted on tall tripods, this irregular, forty-foot-high hall seems to be a huge statuary workshop. Models of building components and body parts carved in white marble and greenish granite lie scattered here and there. Among heaps of discarded and raw materials near the middle of the hall stands a large sculpture of a humanoid figure. A huge bookshelf of stone stands against the southwest wall. Several large workbenches with alchemical equipment and the tools of sculptors sit at the foot of the pillars that support the vaulted ceiling.

This workshop is where avolakia sculptors created the pods used to spawn broodfiends, as well as the devil-summoning statues found in the Wormgod's Tower. The humanoid statue is an unfinished sample of these devil-summoning statues (see area **B1**). The finished sculpture would represent the live Kyuss as the PCs saw him in the visions of "The Spire of Long Shadows."

The bookshelf contains parchment rolls and terracotta tablets, each containing dense writing in Avolakia. Also present are many well-made charcoal studies of notable characters in the world, including some of Manzorian, Zeech, and even the PCs. Each is signed "Lashonna" in Elven. A DC 15 Spot check on one of the sketches, in which Zeech is shown beheading a humanoid monster, reveals a note in Infernal (written by Buldumech, a pit fiend associate of Lashonna's, see Area **A11**). The note says: "This is not good! Don't carve this one!"

Skimming the contents of the avolakia writings, the PCs can find three documents, which refer to the main "products" of the laboratory.

Document 1 (Search DC 20): Grotesquely stylized sketches of the broodfiend pods, hollow statues where a body infested with Kyuss worms can develop into a broodfiend. These documents grant a +10 circumstance bonus on Knowledge (the planes) checks made to note information about broodfiends.

Document 2 (Search DC 25): These sketches illustrate the devil-summoning statues now active in the Spire. A DC 30 Knowledge (arcana) check is good enough for the reader to fully understand how these statues work (see area **B1**).

Document 3 (Search DC 35): This is a blueprint of the machine in area **A2**. This blueprint grants a +10 circumstance bonus on any skill checks made to manipulate or examine the machine.

Creatures: The laboratory is manned by eight liches, each working diligently at finishing the uncompleted devil-summoning statue. They immediately attack any intruders, retreating to the magic circle in area **A1** if possible.

Liches of Kyuss (8): hp 96 each; *Monster Manual* 166.

A4. Broodfiend Pod Storage

The ceiling of this vast, thirty-foot-high chamber is supported by a square array of green marble pillars ten feet apart from each other. The stone floor is covered in a multitude of dragging scores and dents. This vast area is almost empty, with just a few ten-foot-tall strange statues against the walls. The statues resemble stubby, winged monsters curled into fetal positions with boneless limbs and oversized, sphincterial mouths.

This chamber has been used throughout the construction of the Wormgod's Tower as a storage room for the broodfiend pods, special receptacles for the generation of the broodfiends.

The pods remaining here are empty, but ready for use to create further broodfiends if necessary. The Wormgod's Tower required 120 pods (most of the broodfiends did not remain in the area, instead winging off into the world to other locations where Kyuss' cult is strong) but the cultists built these 27 additional pods as spares.

The walled-up door to the south is obvious, but the PCs must break through it to gain access to the stairway beyond.

Walled-up door: Hardness 5, hp 120, Break DC 26.

A5. Pit Rooms (EL 20)

In the middle of this square room is a five-foot-wide circular drain hole with a metal cover. The air here smells of a revolting mix of mud, blood, and decay.

There are three rooms like this one in the complex (areas **A5a**, **A5b**, and **A5c**). The 100-pound drain cover is made of cast iron, and can be lifted to reveal a 50-foot drop into a narrow passage flooded with slimy water at sea level. Ten feet under the drain cover, a 7-foot-tall side tunnel opens in the wall of the pit. The tunnel is five feet wide and goes eastward from area **A5a**, passes through area **A5b** and connects with the pit in area **A5c**. These pits are used to dispose of waste, and the tunnel that connects them is guarded by undead stationed here to prevent intrusion from the underwater caves below.

Creatures: The cultists enslaved six ancient crimson deaths and transported them here to serve as guardians. The misty undead creatures appear as ghostly humanoid forms with long tendrils for fingers. Blood-drinkers, when a crimson death feeds, the blood of its victims changes its coloration to a glossy scarlet. These monsters do not pursue foes out of this tunnel into the complex above.

EVOLVED CRIMSON DEATH (6) **CR 15**
NE Medium undead (incorporeal)
Monster Manual II 53, *Libris Mortis* 100
Init +12; **Senses** darkvision 60 ft.; Listen +32, Spot +32
Languages Common

AC 25, touch 25, flat-footed 17; Dodge, Mobility
hp 169 (26 HD); fast healing 3
Immune undead traits
Fort +10, **Ref** +18, **Will** +20

Spd fly 30 ft. (perfect)
Melee 2 tendrils +21 touch (blood drain)
Base Atk +13; **Grp** +21
Atk Options Combat Expertise, Spring Attack, sieze
Spell-Like Abilities (CL 26th)
1/day—quickened *cloudkill* (DC 21)

Abilities Str —, Dex 27, Con —, Int 19, Wis 16, Cha 22
SQ *lift*
Feats Blind-Fight, Combat Expertise, Combat Reflexes, Dodge, Great Fortitude, Improved Initiative, Iron Will, Lightning Reflexes, Mobility, Quicken Spell-Like Ability (*cloudkill*), Spring Attack, Stealthy
Skills Concentration +29, Hide +39 (+47 in fog, +43 in fog after feeding), Knowledge (nature) +33, Knowledge (religion) +33, Listen +32, Search +33, Spot +32, Tumble +22

Blood Drain (Ex) A crimson death deals 1d4 points of Constitution damage each round its target remains seized.

***Lift* (Sp)** As a free action, a crimson death can telekinetically lift a creature or object weighing up to 300 pounds. This ability works like *telekinesis* (caster level 12th), except that it works only on an opponent already seized by the crimson death. Against a struggling opponent, use of this ability requires a successful grapple check.

Seize (Ex) When a crimson death makes a successful tendril attack, the tendril wraps around its opponent. The two creatures are not considered to be grappling, but the opponent must make an Escape Artist or grapple check against the crimson death's grapple check in order to escape its telekinetic grip. Once a crimson death seizes a creature it can immediately attempt to *lift* him and drain blood. The crimson death's grapple check is modified by its Dexterity score.

Treasure: At the midpoint between areas **A5b** and **A5c** lies a lone sahuagin corpse, a scout from a larger tribe that discovered these tunnels by accident while searching for a secret route into Alhaster's sewers. The long-dead body still wears a pair of bracelets of gold encrusted with pearls (worth 1,000 gp), an *amulet of health +4* bearing the image of a hammerhead shark, and the coral scabbard of a broad-bladed knife (worth 100 gp). A DC 20 Search check near the corpse also locates a +3 *undead bane ghost touch punching dagger* with a blade shaped like a giant shark tooth; the blade was unfortunately not enough to save the sahuagin from an attack by six evolved crimson deaths.

A6. Breakroom (EL 5)

A soft light emanating from seven niches in the walls lights this wet, square room. The niches contain square pools filled with foul, yellowish slime. The ceiling in the room is covered with magical, multicolored mosaics that reflect light in shifting, abstract patterns. Soft, alien, haunting music fills the room.

Before they sacrificed themselves, the avolakia priests used this chamber to relax, watching the shifting mosaics for mediation and entertainment purposes. Any PC looking at the mosaics and listening to the music feels increasingly uncomfortable. A character that remains in this room for more than five consecutive rounds must make a DC 25 Will save or become *confused* for 1d6 rounds. This effect functions at caster level 15th.

A7. Guardpost (EL 20)

This chamber looks like a well-furnished guardroom, with a long wooden table and several weapon racks. A large, lit fireplace stands in the east wall. A set of closed double doors looms in the middle of the north wall, and a narrow stairway leads up to the west.

This guardpost watches the junction between Lashonna's estate and her dungeon complex. Whereas she's content that the trap at area **A14** is enough to prevent intruders from the Boneyard, she instead opted to install several guards at this location to prevent entry into the dungeon from this point.

Creatures: One of Lashonna's latest conquests was the human mercenary Vulras. The PCs last met Captain Vulras at Prince Zeech's gala in "The Prince of Redhand," and they may have formed an alliance with the mercenary during that event. Unfortunately, Vulras is now a changed man—after she seduced him, Lashonna turned him into a vampire.

She grew tired of the vampire ranger quickly thereafter, and as a result he suffered the same fate all of her vampiric lovers eventually meet. Vulras has been tasked with guarding one of Lashonna's many secrets; in this case, the main entrance to her dungeon complex. Vulras remains completely loyal to his mistress, yet he still struggles with memories of his previous life and despair that it was something he did (or failed to do) that resulted in him being abandoned to this guardpost with three of Lashonna's shadowdancer vampire guardians.

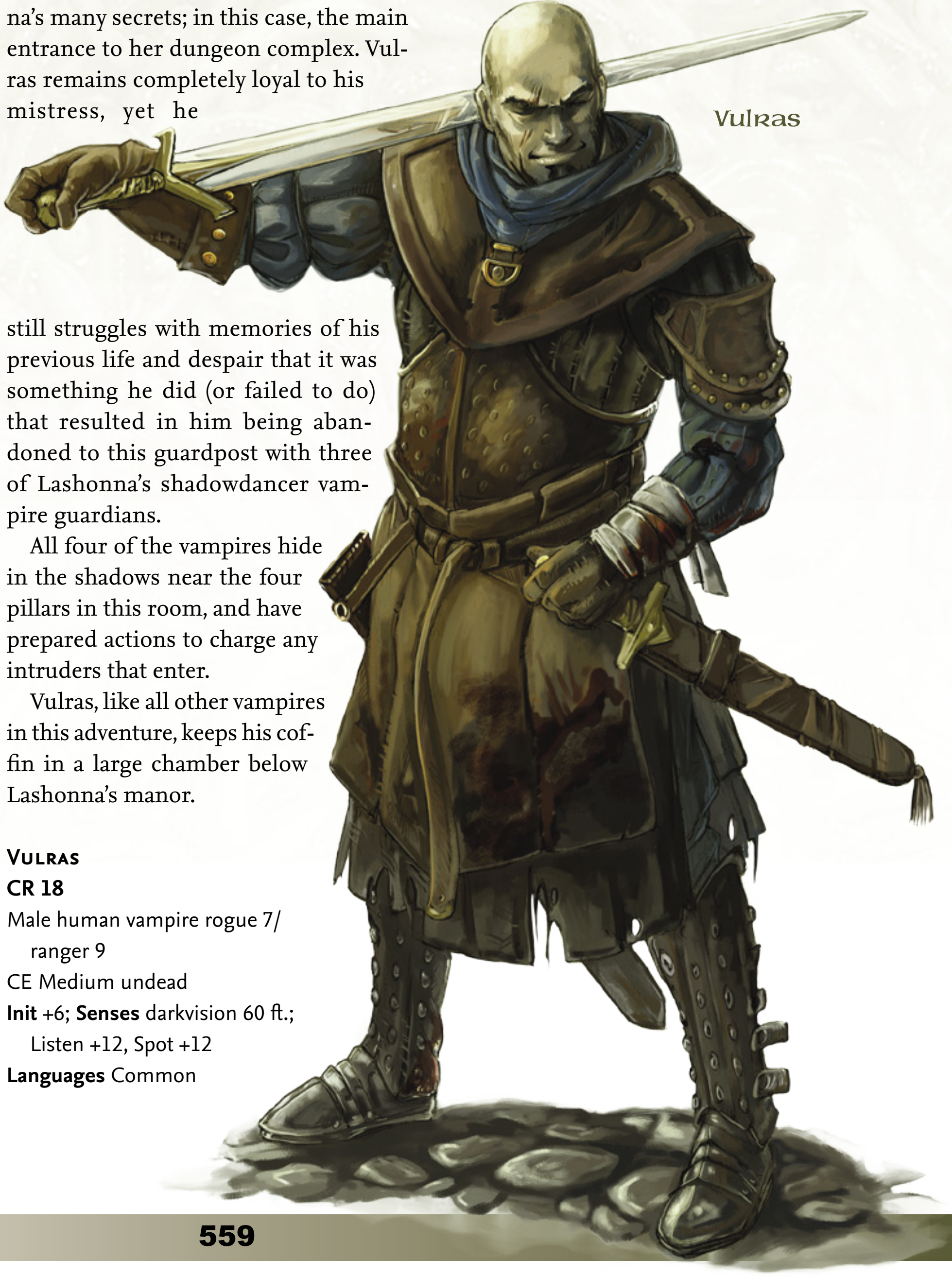
All four of the vampires hide in the shadows near the four pillars in this room, and have prepared actions to charge any intruders that enter.

Vulras, like all other vampires in this adventure, keeps his coffin in a large chamber below Lashonna's manor.

Vulras
CR 18
Male human vampire rogue 7/ranger 9
CE Medium undead
Init +6; **Senses** darkvision 60 ft.; Listen +12, Spot +12
Languages Common

AC 28, touch 16, flat-footed 28; Dodge, uncanny dodge
hp 136 (16 HD); fast healing 5; **DR** 10/silver and magic
Immune vampire traits
Resist cold 10, electricity 10
Fort +12, **Ref** +19, **Will** +9; evasion
Weakness vampire weaknesses

Spd 30 ft.; spider climb
Melee *+2 orc bane bastard sword* +24/+19/+14 (1d10+11/17–20) and *+2 short sword* +24/+19 (1d6+7/17–20) or *+2 orc bane bastard sword* +24/+19/+14 (1d10+11/17–20) and slam +23 (1d6+5 plus energy drain)
Ranged mwk composite longbow +21/+16/+11 (1d8+7/×3)



Vulras

Base Atk +14; **Grp** +21

Atk Options favored enemy (orc +4, giant +2), sneak attack +4d6

Special Atk blood drain, children of the night, create spawn, dominate (DC 21)

Combat Gear *wand of barkskin +3* (27 charges), *potion of fly*, *potion of displacement*

Spells Prepared (CL 4th)

1st—*alarm* (both already cast)

Abilities Str 25, Dex 18, Con —, Int 12, Wis 14, Cha 17

SQ alternate form, animal companion (hawk named Aldark, not present at this time), gaseous form, swift tracker, trap sense +2, trapfinding, +4 turn resistance, wild empathy +10, woodland stride

Feats Alertness, Dodge, Endurance, Exotic Weapon Proficiency (bastard sword), Improved Critical (bastard sword, short sword), Improved Initiative, Improved Two-Weapon Fighting, Lightning Reflexes, Quick Draw, Track, Two-Weapon Fighting, Weapon Focus (bastard sword, short sword)

Skills Bluff +25, Climb +17, Hide +22, Intimidate +20, Jump +17, Knowledge (local) +11, Knowledge (nature) +10, Listen +12, Move Silently +22, Search +28, Sense Motive +18, Spot +12, Survival +21, Swim +17

Possessions combat gear, *+4 leather armor*, *+2 orc bane bastard sword*, *+2 short sword*, masterwork composite longbow (+7 Str) with 20 arrows, *ring of protection +2*, *amulet of health +4*, *belt of giant strength +4*, *gloves of Dexterity +2*

Vampire Shadowdancers (3): hp 116; *Monster Manual* 251.

Tactics: The vampire shadowdancers take advantage of their ability to hide in plain sight and make Spring Attacks to support Vulras, who picks a single target (preferably a half-orc) to focus his wrath upon. As he fights, Vulras openly weeps in anger and despair, calling out to Lashonna in the vain hope she'll hear and see how he fights in her honor.

Development: Vulras is in Lashonna's thrall, but he's not completely under her control. If the PCs attempt to play to a past relationship they may have had with him, allow the character to make a DC 50 Diplomacy check to get through to him. That character may augment this check with an authority check (see page 58). Success indicates that, for a few moments at least, Vulras' remaining shreds of humanity return. He'll aid the PCs in fighting against the other shadowdancers, but if not cured of his vampiric condition soon, he abandons the PCs to seek out Lashonna on his own to confront her. The silver dragon vampire has little trouble destroying him in such an event. If the PCs manage to restore him to life (by destroying his vampiric body and then using *miracle*, *true resurrection*, or *wish*), Vulras can provide them with aid as best he can. He knows quite a bit about Lashonna's plans, and can provide what advice you deem appropriate to the PCs. He's never been through the secret door in this room, and thus knows nothing about the contents of the rest of this dungeon complex.

A8. Hallway of the Worm (EL 17)

The floor of this thirty-foot-high hallway is decorated with a luminescent mosaic of various shades of green. The design of the floor resembles a five-foot-thick segmented worm crawling on a pattern of five-foot-wide squares. Highly stylized monochrome mosaics on the north and south walls show a procession of wormlike monsters marching through the room. These figures move in a sinuous path, following the body of the segmented worm and leaving a trail of slime behind them.

The mosaic floor is a huge trap, and only the avolakias can traverse it safely, thanks to the slime exuded from their horrid bodies.

Trap: This trap activates when any creature that does not exude avolakia slime moves through the room (even if via flight or while ethereal). When a character approaches within ten feet of these squares, thin streaks of blue energy crisscross the floor in the squares, rising into the air to caress the creature with a harmless tingle. Anyone who actually attempts to move through the room immediately triggers the trap.

The trap triggers after a slight delay, allowing an intruder to take a full round of actions. At the end of the creature's turn, a number of spells activate and strike the intruder, depending on which squares the intruder passed over. Each light green square passed over triggers a maximized *lightning bolt*. Each dark green square triggers an empowered *cone of cold*. And each worm square passed over triggers an *energy drain*. A single square can only trigger one spell per character per round, so a character who simply moves back and forth between a light green and a worm square is only hit by a single maximized *lightning bolt* and *energy drain* at the end of his turn. If a character moves in a straight line through the room, he'll step on 10 random squeares. If he follows the worm's path, he steps on 14 *energy drain* squares.

If a character triggers spells but ends his turn in an area where the triggered squares don't have line of effect to him, the triggered spells instead target any creatures that are still in range, selecting targets randomly. The spells may fire multiple times in a single round, but again, only once at any one creature—unless that creature is randomly targeted.

Each square is a separate trap (and thus must be disarmed separately), but the traps are linked. Disarming a trap (either by magic or skill) brings a chance of triggering all adjacent trap squares. Trapped squares that are triggered in this way affect random targets. If a trap is disarmed by magic, the chance of an adjacent trap activating is 50% (check separately for all adjacent squares). If a trap is disarmed with Disable Device, the chance of an adjacent trap activating is 50% unless the Disable Device check exceeds the DC by 10 or more, in which case the chance of accidental activation drops to 10%.

Mosaic Floor Traps: CR 17; magic device; proximity trigger; automatic reset; spell effect (*energy drain*, +8 ranged touch, 17th-level wizard, 2d4 negative levels for 24 hours); spell effect (maximized *lightning bolt*, 17th-level wizard, 60 electricity damage, DC 18 Reflex halves); spell effect (empowered *cone of cold*, 17th-level wizard, 15d6 × 1.5 cold damage, DC 20 Reflex halves); Search DC 35; Disable Device DC 35.

A9. Lashonna's Shrine

The diagonal walls of this trapezoidal room converge to the west in a semicircular niche, where a four-foot-tall greenish statue of a hooded, worm-infested corpse with upraised skeletal arms stands on a cylindrical marble dais. The statue is illuminated by two elaborate oil burners mounted on small altars at the sides of the niche, and casts two different shadows on the curved wall behind it. A pungent smell of exotic incense lingers in the air.

The statue represents the Wormgod Kyuss. This small, personal shrine is used at times by Lashonna when she wishes to offer private prayer to Kyuss.

Treasure: The statue's dais is hollow, and contains some of Lashonna's most recent offerings to the Wormgod in a secret compartment that can be discovered with a DC 35 Search check. Within is a small sack with blocks of exotic incense of all sizes, colors and shapes (total value 2,000 gp), a large pouch of blue and green semi-precious stones (total value 5,000 gp), a *hand of glory*, and a lock of long, masculine hair tied with a gold wire. The hair belongs to Zeech, and was harvested by Lashonna to provide a focus for scrying.

A10. Overworm Arena (EL 23)

This huge, ancient chamber has a complex yet symmetrical shape. The forty-foot-high ceiling is a single elliptical dome, and the walls are decorated in geometrical patterns resembling stylized worms. The chamber features two opposite entrances at the northwest and southeast with a five-foot-tall octagonal platform before them. A ten-foot-wide pit opens in the middle of both platforms. From within each pit comes a strange rasping sound.

This large chamber is sometimes used by Lashonna to meet with her favored minions in her true form, but its primary function is to serve as a guard chamber for her treasury to the south.

Creatures: Each of the two pits in this room contains two potent guardians in a strange form of stasis. A character who peers into one of the pits sees that it is filled with a writhing tangle of Kyuss worms to an unknown depth. A creature lowered (or who falls) into either pit immediately becomes infested by dozens of Kyuss worms. Once a creature becomes infested, it suffers 6d6 damage per round as the worms burrow through his body; this persists for 1d4 rounds. At this point, the worms reach the victim's brain and the victim takes 2d6 points of Intelligence drain per round. Any effect that slows or destroys Kyuss worms also slows or destroys this infestation. A victim drained to 0 Intelligence dies, and rises 1d4 rounds later as a favored spawn of Kyuss. This template is detailed in issue #336 of *Dragon*; if you don't have access to this template, the victim instead rises as a vampire.

As soon as any living creature proceeds more than thirty feet into this room (or immediately upon any living creature attempting to open the door to area **A11**), the contents of these pits erupt upward in a geyser of worms. Rather than scattering, each of these geysers transforms into a Colossal overworm in one round. One round later, the remaining worms in each pit transform into Colossal overworms as well, for a total of four of the immense monsters. The overworms fight any creatures they find in this room to the death. They're too large to follow victims who try to flee to areas **A9** or **A11**, and if left alone for ten minutes any surviving worms discorperate and return to their respective pits.

Advanced Overworms (4): hp 480 each; see page 59.

A11. Beauty in the Blood (EL 20)

The entrance to this chamber is sealed by a wall of magically-treated silver. While it can eventually be breached by physical damage or by spells like *passwall* or *disintegrate*, a DC 30 Search of the wall reveals the fact that a tiny crack runs along the top edge of the wall. A creature in gaseous form can easily pass through this gap.

The wall of magical silver repairs damage inflicted to itself at a rate of 20 points of damage per round, unless it is destroyed. Further, the wall has spell resistance 32. Any spell that targets the door and fails to overcome this resistance is reflected back at the source, in the form of *magic missiles* (one missle per spell level of the original spell).

Wall of Magical Silver: Hardness 24; hp 280; Break DC 50; fast repair 20; SR 32; spell reflection.

This room is dimly lit by a single lantern hanging from the middle of the ceiling. The walls are lined with darkwood panels, and magnificent carpets line the floor. The four pillars that support the ceiling are finely plastered and painted in red hues. In the middle of the room sits a circular ivory table with four chairs. On the table are a leather-bound book and a set of weighing scales and magnifying glasses. A four-foot-high silver ledge runs along the walls. Twelve fine caskets sit on the ledge, evenly spaced from each other.

This chamber is the single most important chamber in Alhaster to Lashonna. While her wealth is immense, and one need look no further than any single room in her manor house above to see conspicuous displays of such, it is in this chamber that Lashonna keeps her most valued treasures. This room constitutes the bulk of her hoard, even if it doesn't resemble a classic dragon's hoard. If she is reduced to 0 hit points and forced to flee in gaseous form, it is to this chamber that she flees.

In her centuries as a vampiric dragon, Lashonna became obsessed with red gems (rubies, fire opals, garnets, spinels, bloodstones). In her proud and unbridled vanity, she finds these red gems to be the only objects that can rival the beauty of blood. She has gathered one of the largest, most valuable collections of these gems in the whole world. The book on the table is an illustrated account of all the gems stored in the room, complete with full histories of each gemstone. The tome is written in Draconic in Lashonna's graceful, flowing script.

Creature: Lashonna does not leave this important chamber unguarded. Buldumech is Lashonna's chief advisor and scribe, and has been for nearly 50 years since she gained his servitude. Buldumech is a pit fiend who once served the archdevil Mephistopheles but saw in Lashonna a chance to rise in rank. He gladly supports the silver sorceress in her bid to unleash

Baalphegor's Grace (Major Artifact)

This potent artifact was reputedly crafted over six hundred years ago by the archdevil Mephistopheles, who created the vial to capture the blood and tears of his consort Baalphegor for loan to favored cults on the Material Plane. Recent events in Hell have claimed Mephistopheles' attentions for several decades, and in that time he has lost track of *Baalphegor's Grace.* It came into Lashonna's possession a decade ago, and she quickly used it to secure a group of agents in Alhaster who reported to Zeech but ultimately remained loyal to her alone.

A non-evil creature who drinks from *Baalphegor's Grace* must make a DC 20 Fortitude save or die. If the character survives, he must make a DC 20 Will save or his alignment changes to lawful evil. Any character who successfully drinks from the vial finds that he becomes linked to a group of powerful erinyes devils known as the Blessed Angels. These devils once served Baalphegor as elite guards, yet since her disappearance and the artifact's fall into the Material Plane, these erinyes instead serve whoever drinks from the vial. A total of 15 Blessed Angels are linked to *Baalphegor's Grace*. Of these, 12 are 4th-level mortal hunters (see page 90 of DUNGEON #131 for stats). The remaining three are the elite leaders of the Blessed Angels; their stats appear on page 76 of this issue. If a Blessed Angel is slain, their numbers do not automaticly replenish. Generally, the owner of *Baalphegor's Grace* must use the artifact's powers (or other powerful magic) to restore a slain Blessed Angel to life.

A character who drinks of *Baalphegor's Grace* gains the following benefits for the next 24 hours.

- He can communicate telepathically with any of the Blessed Angels across any distance, as long as he and the target erinyes are on the same plane.
- As a standard action, the character may cause a Blessed Angel within 60 feet to become wracked with pain. This inflicts 12d6 points of damage on the erinyes and stuns her for 1 round. If she makes a DC 20 Fortitude save, she takes half damage and is not stunned.
- A Blessed Angel who successfully harms someone under the effects of *Baalphegor's Grace* is immediately wracked with pain, as if that character had used the above ability on her.
- Once a round, up to three times a day, the character may use a *demand* spell (DC 22, caster level 20th) against any of the Blessed Angels. If the Blessed Angel has more Hit Dice than the character, the angel receives a +4 profane bonus on this saving throw. If the Blessed Angel makes her save, the erinyes can immediately use this power on the character. A Blessed Angel generally uses this opportunity to trick the character into working an act of evil upon his friends and family.

The Blessed Angels' true master remains Mephistopheles, and some day his attentions will return to the artifact and he shall command the erinyes to deliver the one who claims it to his court for punishment. Until this time comes, the Blessed Angels begrudgingly serve any master who drinks from the vial.

upon the world a neutral evil power like Kyuss, since an increase in depravity on the Material Plane can only augment the strength of Hell. When his time of servitude to the dragon ends in another 49 years, he fully expects his actions on the Material Plane to result in great rewards from Asmodeus.

Buldumech spends much of his time guarding this chamber and plotting in to usurp Mephistopheles' rule of Cania, but does so while remaining invisible and alert for intruders.

Buldumech, pit fiend: hp 225; *Monster Manual* 57.

Tactics: If Buldumech knows the PCs are about to enter this chamber, he summons a horned devil and stations him near the entrance with orders to attack the first intruder who enters. Buldumech hangs back in the southeast corner of the room, invisible and protected by an *unholy aura*, and if he has time he prepares an action to *meteor swarm* the first enemy to enter the room. For the first three rounds of combat, he hits the densest group of characters with quickened *fireballs* and standard *fireballs* each round (or *mass hold person* if the *fireballs* don't seem to be particularly effective). He'll use *blasphemy* if surrounded, and *greater dispel magic* if the party seems to be protected from fire. He does not abandon his charge of protecting this room and, if brought below 50 hit points or otherwise placed in grave danger, uses his yearly *wish* to restore himself to full health.

Treasure: Each of the caskets on the ledge contains ten red gems, each worth 1,000 gp. The gems are stored in velvet pouches lining the inside of each chest. In addition, each casket holds a special item associated in some way with red gemstones, as detailed below.

- Six bloodstone arrowheads. If touched to any nonmagical masterwork arrow that has been dipped in the blood of any creature, the bloodstone arrowhead vanishes, transforming that nonmagical masterwork arrow into a *greater slaying arrow* against the type of creature whose blood graced the original arrow.
- A *ring of three wishes*—Lashonna is loath to use this item, but if forced to retreat here she'll don it for use against the PCs in their next confrontation.
- A ruby-encrusted golden chalice worth 15,000 gp.
- A golden necklace with red garnets and red spinels worth 8,500 gp.
- A silver brooch inlaid with rubies and bloodstones worth 7,000 gp.
- A single oversized and perfectly cut ruby worth 25,000 gp.
- A golden cloak clasp with a single ruby and several fire opals worth 12,500 gp.
- A *+5 ghost touch axiomatic dagger* carved from an enormous ruby.
- A *stone of controlling earth elementals* that appears to be an uncut fire opal.
- A deep red sphere *ioun stone.* This powerful *ioun stone* grants a +6 enhancement bonus to Dexterity, and is worth 72,000 gp.
- A pair of platinum-framed goggles with lenses made of rubies. The lenses resemble the multifaceted eyes of an insect. This item duplicates the func-

tion of both *goggles of minute seeing* and *goggles of night.*

- An engraved platinum vial with a ruby-topped stopper. Delicate etchings on the vial depict numerous erinyes devils chained together and to the walls and floor of a dungeon. The vial is one of Lashonna's greatest treasures, a major artifact called *Baalphegor's Grace.*

A12. Dragon's Stairway (EL 20)

A steep stairway climbs southward under an ogival vault decorated with stone latticework. A series of brass flat-reliefs on the side walls depict the leering countenances of fanged dragons in threatening poses.

Trap: Lashonna helped create the deadly trap that guards this stairway to keep out curious intruders from the Boneyard above. The trap triggers one round after a creature enters the stairwell. When it activates, the carvings along both walls seem to suddenly animate, and an instant later the entire stairwell fills with sheets of flame, bolts of electricity, sprays of acid, and swaths of freezing wind. Once active, the trap continues to fill the stairs with ruinous dragonbreath until nothing remains alive within.

Dragonbreath Trap: CR 20; magic; proximity trigger; automatic reset; dragonbreath (8d6 acid, 8d6 cold, 8d6 electricity, 8d6 fire; Reflex DC 25 half); multiple targets (all targets on stairway); onset delay (1 round); Search DC 35; Disable Device DC 40.

A13. Ancient Entrance

A central column carved to resemble a gnarled tree trunk supports the ceiling of this dark, octagonal chamber. A five-foot-high breach in the west wall seems to be the only way out besides the north stairway.

This was one of the entrances to the old complex before Lashonna claimed it and rebuilt much of its architecture. She decided to keep this old entrance as an escape route for those of her minions not capable of teleportation, but made sure to heavily hide and ward the route.

The five-foot-wide passageway to the west is old and ill-kept, but stable enough that it can be traversed safely. The passageway slopes upward at a fairly steep angle, necessitating a DC 5 Climb check to traverse.

A14. Tomb

This family tomb consists of a diamond-shaped antechamber and two symmetrical square crypts. Four desiccated corpses dressed in the tattered remains of fine clothes lie on stone slabs in both crypts, beyond wrought-iron gates. Both the gates and the walls themselves bear intricate carvings and flourishes of a human skull wreathed in fire.

This tomb is one of dozens of small tombs found in the Alhaster Boneyard. The skull symbols are the holy symbols of Wee Jas; the clerics of the Scarlet Spire watch over these tombs with almost obsessive devotion. When one of the clerics discovered the secret door, the acting highpriest at the time made the decision to seal both the tomb and the secret door rather than investigate the chambers beyond when the results of a *divination* spell implied that to enter these chambers would bring great woe.

The stone doors that provide an exit from this tomb into the graveyard are sealed with mortar, and must be broken down or opened with a *knock* spell. The secret door may be discovered with a DC 30 Search check.

A15. Alhaster Boneyard

The tomb itself sits on the eastern slope of the Alahaster Boneyard, under a grove of sour apple trees. A walkway of stepstones on the muddy ground leads to the main path of the old cemetery. Nothing about the tomb gives an obvious indication that it is any different than the dozens of other tombs in the boneyard, although a DC 20 Search of the doors reveals they are mortared shut.

Sealed Tomb Doors: 4 in. thick stone; Hardness 8; hp 60; Break DC 28.

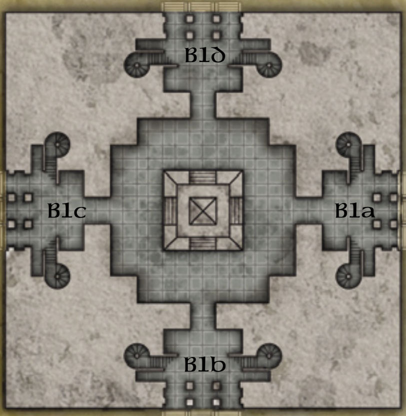
PART FOUR: THE ALHASTER SPIRE

This massive spire towers more than seven hundred feet into the air. Its foundation is a squat stone ziggurat, with the spire itself consisting of a three-segmented tower of granite topped by a cylindrical, greenish spire bristling with protruding balconies. Green bolts of electricity dance on pyramidal obelisks mounted on the balconies, and the churning clouds dance around the spire's peak like the dying waters of an ocean draining into Hell.

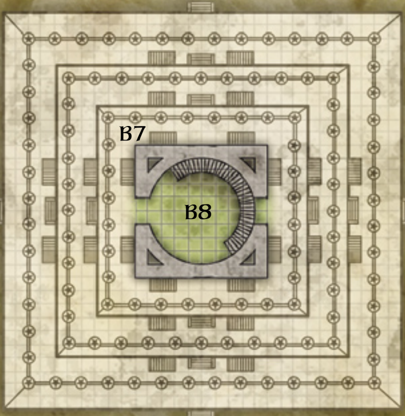
The ultimate goal for the PCs should be obvious once they arrive at Alhaster. The spire atop Zeech's recently completed Great Project functions almost as a beacon, and the spiraling clouds above that focus on the towering structure should leave little doubt as to the importance of the Spire. Characters who have seen the Spire of Long Shadows in Kuluth-Mar immediately experience a powerful sense of deja-vu upon seeing this spire. Although it looks different from the original spire (since this spire has a different function—it serves to free Kyuss rather than to ascend him to divinity), the structure's tone and aura are unmistakably the same. Wise parties avoid making directly for the spire upon arrival, and instead look to the streets of Alhaster and the possibility of a complex below the Boneyard first, since heading directly to the Spire without weakening Kyuss is a foolhardy tactic at best.

The Spire has multiple entry points, so a high-level party has many options on how to approach. Simply traveling to the peak of the tower to confront Kyuss before dealing with the numerous minions in the tower below quickly results in an out-of-control battle royale from which the PCs will likely be forced to retreat. The Spire itself is essentially one large encounter with multiple enemies. Depending on which area the PCs choose to first assault, they'll face different foes. If they take too long to resolve the encounter, enemies from nearby areas come to join the combat.

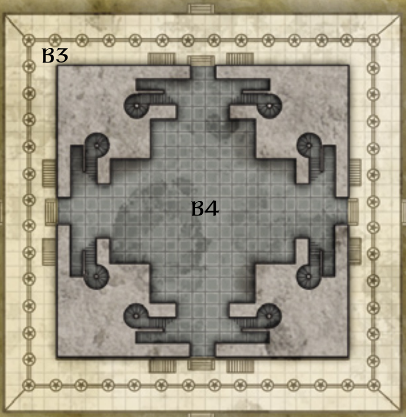
The Wormgod's Tower


B1d
B1c
B1a
B1b

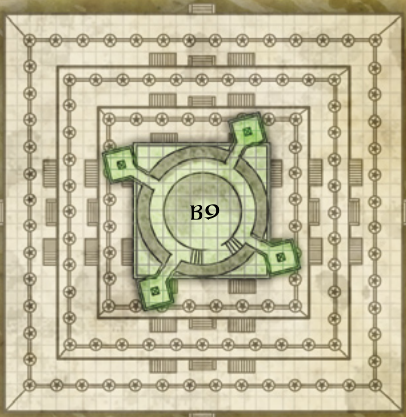
Base of the Tower
(at ground level)



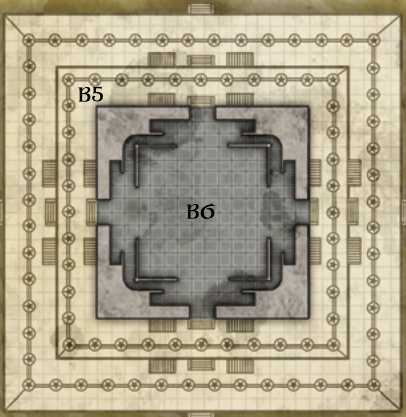
Base of the Spire
(150 ft height)



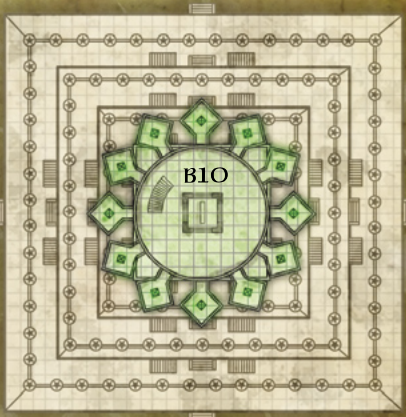
Second Tier of the Tower
(50 ft height)



Typical Section of the Spire
(lowermost of 12 levels)



Third Tier of the Tower
(100 ft height)



Top View

Defenders of the Sprie

The primary defender of the Alhaster Spire is the vampiric silver dragon Lashonna. The spire's additional guardians (and their initial locations) consist of the following:

Area B1: Shadowdancer vampires (6)
Areas B1, B8: Kyuss knights (12)
Area B2: Blessed Angels (3)
Area B4: Hemriss
Area B8: Maralee
Area B6: Broodfiends (3)

Taken singly, an encounter with any one of the groups listed above is at least an EL 20 encounter. If all of the Spire's guardians were to mobilize as one force, the resulting melee is an EL 26 encounter. Individual tactics for the defenders, as well as stat blocks, appear in the indicated area description.

If the PCs openly approach the Spire, they'll likely be noticed by either the three broodfiends in area **B6** (if they approach from the air) or the Kyuss knights and vampires in area **B1** (if they approach from the ground). The group that notices the PCs sounds an alarm and moves to engage them. Assume that the PCs have no more than 3 rounds to deal with this initial wave before the other group arrives.

On the PCs' initial attack, the remaining guardians of the Spire do not come to aid the broodfiends or undead, preferring to hold their posts within the spire. Once the PCs manage to enter the spire, or if they move directly to the spire's apex, these guardians mobilize and move to intercept the PCs immediately.

Alhaster Spire Features

The Alhaster Spire is made of stone, but it is also infused with Kyuss' divine power. Damage from mortal sources cannot harm it while Kyuss' monolith sits atop the Spire, nor can any mortal spell affect the stone. The base conditions affecting all of Alhaster apply here. In addition, two further features of note may make the PCs' lives more difficult.

Kyuss' Presence: Although he remains trapped in his monolith until the PCs confront him, Kyuss can sense anything that occurs in the vicinity of the tower. He cannot take actions against intruders or warn his minions, but his presence does provide a very real penalty to trespassers. His overwhelming presence crushes the will, imposing a –4 penalty on all attack rolls, weapon damage rolls, skill checks, and saving throws upon all enemies of Kyuss within 300 feet of the structure. Spells with the good descriptor require a DC 35 caster level check to function if cast in this area, and any living creature that dies in this region immediately animates as a favored spawn of Kyuss. If the PCs managed to fight despair in Part Two and completed enough encounters to spread hope, Kyuss' presence wanes here—he must focus all of his will upon escape to combat the loss of despair. In this case, all of these effects vanish.

Negative Energy: The entire structure of the Wormgod's Tower is suffused with negative energy. Any undead creature in contact with the spire or the ziggurat (or within any of the rooms inside either, even if they aren't in contact with the structure itself) gains fast healing 30, the effects of *haste*, and immunity to clerical turning or rebuke attempts. The overwhelming presence of this negative energy automatically cancels any *death ward* effects within 300 feet of the structure, and imposes a –6 penalty on all saving throws against death effects. Whenever a creature suffers damage from negative energy or gains a negative level, the damage or negative levels inflicted is doubled (this includes healing done to an undead creature from negative energy). Enemies of Kyuss find that once each round, at the start of their turn, the negative energy lances out of a nearby wall, floor, or ceiling in the form of an *enervation* spell (caster level 20th, ranged touch +15). All of these effects vanish if the Unlife Vortex in area **A2** is destroyed.

B1. Entrance Halls (EL 20)

A forty-foot-high colonnade opens into an atrium. Two twelve-foot-high statues of Kyuss in all his worm-eaten glory stand on large daises at the sides of the archway that leads to the central chamber.

There are four identical entrances into the ziggurat interior, one on each of the four sides. The statues of Kyuss were created in area **A3** by several liches working under Lashonna's guidance. Each is a magical device capable of summoning horned devils. Both statues have *true seeing* to a radius of 60 feet with the capability to recognize those who serve the Wormgod; if they sense any intruders coming within line of sight in this range, a torrent of green worms writhes up from the ground before the statue. Over the course of a single round, these worms condense and transform into called horned devils. Each statue can call a horned devil once per day.

Devil Conjuring Statues: Hardness 16; hp 400; Break DC 34.

Creatures: Horned devils called by these statues remain on the Material Plane for 1 hour before the magic of the statue returns them to Hell. These horned devils have little invested in the plans of the cult at large, and if called during a larger battle, they do not coordinate their tactics with Lashonna and her minions.

Each of these entrances is also guarded by a pair of shadowdancer vampires and a pair of Kyuss knights. The shadowdancer vampires hide in plain sight in the center of the room, watching the approach to the tower. The Kyuss knights wait in the alcoves near the stairs with prepared actions to cast *bull's strength* on themselves if the vampires warn them of approaching enemies or if the devil statues activate.

Horned Devils (2): hp 172 each; *Monster Manual* 55.

Vampire Shadowdancers (2): hp 116; *Monster Manual* 251.

Kyuss Knights (2): hp 216 each; see page 61.

B2. Lashonna's Ciborium (EL 24)

The ziggurat's central chamber is illuminated by dozens of crystal lanterns affixed to the walls, and by faint rays of light that penetrate from ducts in the walls under an almost thirty-foot-high vault. A canopied shrine stands in the middle of the chamber, its circular altar decorated by a multitude of lit candles.

This partially enclosed shrine radiates an overwhelming aura of conjuration, abjuration, and necromancy magic. Lashonna uses this shrine as a focus for the faith and despair in

Alhaster, augmenting it with the negative energy from the Unlife Vortex, and uses it to direct the energy upward and into Kyuss' monolith to facilitate his escape. The process is all but complete now; destroying the ciborium won't prevent the Wormgod's escape.

Creatures: Although the destruction of the ciborium won't prevent the Wormgod's escape, Lashonna has still chosen this chamber as her post in the defense of the Spire. She is attended by the three elite leaders of the Blessed Angels who are pledged to aid her due to her daily use of *Baalphegor's Grace.*

Lashonna waits for the PCs in elf form. She wears a fashionable green velvet gown embroidered with dozens of red gemstones. When the PCs enter the tower, Lashonna stands before the altar with her arms raised, offering prayer to Kyuss. The three elite Blessed Angels stand protectively around her.

If the PCs approach with no immediate hostile acts, she greets them with a much different smile from the one displayed in the previous encounters. This is a smile of cruelty and haughty contempt. She thanks the heroes for aiding her in removing "that dusty, tired dracolich" and implies that the distraction they provided is what allowed her to transport Kyuss' monolith to Alhaster. This isn't quite true—she could have done so at any time before, but dared not for fear of arousing Dragotha's wrath. Only when he was forced to prepare for the approach of his slayers did she dare to make such a brazen move. She doesn't expect them to take the offer, but nonetheless Lashonna gives the PCs a chance to kneel and submit to the Wormgod, so that they can become chief minions of Kyuss at her service. Any PC who submits is quickly brought before Maralee for transformation into a favored spawn of Kyuss.

As Lashonna speaks to the PCs, she uses her charm ability to bewitch them. If she manages to charm the entire party in this manner, she brings them before Maralee for transformation, and the campaign may well end on a different note than the PCs had hoped for.

Note that the Blessed Angels are not technically Kyuss' minions, and as such they are not affected by Manzorian's *dimensional lock.* Since discovering she can't teleport, Lashonna's been using her erinyes allies to take care of long-distance needs.

LASHONNA CR 23

Female very old vampiric silver dragon
LE Huge undead
Monster Manual 87, *Draconomicon* 196
Init +11; **Senses** blindsense 60 ft., darkvision 120 ft., keen senses; Listen +44, Spot +44
Aura frightful presence (270 feet, DC 42)
Languages Abyssal, Auran, Common, Draconic, Dwarven, Elven, Giant, Gnome, Halfling, Infernal

AC 53, touch 18, flat-footed 46; Dodge
hp 393 (31 HD); fast healing 5; **DR** 15/magic
Immune acid, cold; undead traits
Resist electricity 20; **SR** 27
Fort +24, **Ref** +33, **Will** +32
Weakness vampiric weaknesses

Spd 40 ft., fly 150 ft. (poor); cloudwalking
Melee* bite +39 (3d8+36/19–20) and
2 claws +37 (2d6+27 plus energy drain) and
2 wings +37 (1d8+27) and
tail slap +37 (2d6+27)
Space 15 ft.; **Reach** 10 ft. (15 ft. with bite)
Base Atk +31; **Grp** +56
Atk Options Cleave, Flyby Attack, Power Attack
Special Atk blood drain, breath weapon, charm, crush 2d8+25 (Reflex DC 42 negates), domination
Spells Prepared (CL 17th, touch +51, ranged touch +41)
6th (7/day)—*antilife shell, harm* (DC 34)
5th (10/day)—*mind fog* (DC 33), *persistent image* (DC 33), *teleport*
4th (10/day)—*dimension door, order's wrath* (DC 32), *sending, spell immunity*
3rd (10/day)—*clairaudience/clairvoyance, dispel magic, displacement, haste*
2nd (10/day)—*command undead, glitterdust* (DC 30), *inflict moderate wounds* (DC 30), *invisibility, wind wall*
1st (11/day)—*mage armor, magic missile, ray of enfeeblement, shield, unseen servant*
0 (6/day)—*acid splash, arcane mark, dancing lights, ghost sound* (DC 28), *guidance, mage hand, mending, message, prestidigitation*
Spell-Like Abilities (CL 13th)
3/day—*fog cloud, control winds*
2/day—*feather fall*
*12-point Power Attack

Abilities Str 44*, Dex 25*, Con —, Int 28, Wis 27, Cha 44*
SQ create spawn, +4 turn resistance
Feats Alertness, Combat Reflexes, Craft Wondrous Item, Dodge, Empower Spell, Eschew Materials, Extend Spell, Hover, Improved Critical (bite), Improved Initiative, Improved Natural Attack (bite), Lightning Reflexes, Multiattack, Power Attack, Practiced Spellcaster (increases her caster level for spells by +4), Wingover
Skills Bluff +51, Concentration +34, Diplomacy +59, Gather Information +21, Intimidate +55, Knowledge (arcana) +43, Knowledge (history) +43, Knowledge (local) +43, Knowledge (nobility and royalty) +43, Knowledge (religion) +43, Listen +44, Search +43, Spellcraft +30, Spot +44, Use Magic Device +51
Possessions *amulet of resistance +5* (as *cloak of resistance +5*), *bracers of mighty fists +5* (as *amulet of mighty fists +5*), *ring of Charisma +6, ring of protection +5,* exquisite gown worth 12,000 gp
*Lashonna has a +5 inherent bonus to her Strength, Dexterity, and Charisma

Alternate Form (Ex) Lashonna can assume any animal or humanoid form of Medium size or smaller as a standard action three times per day. She can remain in this form until she chooses to assume a new one or return to her natural form. When she changes form, her magic items resize appropriately for her new shape, but her exquisite gown flutters to the ground.

Blood Drain (Ex) Lashonna can suck blood from a Large or smaller living foe she has pinned, dealing 1d4 points of Constitution drain each round the pin is maintained.

Breath Weapon (Su) Lashonna has two types of breath weapons, a 50-foot cone of cold (18d8 cold damage, DC 42 half) or a 50-foot cone of gas that paralyzes those who fail a DC 42 Fortitude save for 1d6+9 rounds.

Charm (Su) Lashonna's voice can bewitch listeners. This requires a full-round action by Lashonna, but any creature within 270 feet who can hear her voice must make a DC 42 Will save or become charmed (as *charm monster*). The charm is immediately broken if she uses her frightful presence within range of the charmed individual or makes an attack against the charmed individual. She need not see her targets to use this power.

Cloudwalking (Su) Tread on clouds or fog as though on solid ground; functions continuously but can be negated or resumed at will.

Create Spawn (Su) A humanoid or monstrous humanoid slain by Lashonna's energy drain becomes a vampire spawn in 1d4 rounds. A victim reduced to 0 Constitution by her blood drain becomes a vampire spawn if it had 4 or fewer Hit Dice, or a vampire if it had more. In either case, the new vampire or spawn is under Lashonna's command and remains enslaved until her death. An adult or older dragon slain by her blood drain returns as a vampiric dragon; young adult or younger dragons (or any dragon slain by her energy drain) rise as mindless zombie dragons.

Domination (Su) Lashonna can crush an opponent's will just by looking into its eyes. This works similarly to a gaze attack except Lashonna must use a standard action; those merely looking at her aren't affected. The target can resist with a DC 42 Will save, otherwise he falls under her influence as though by a *dominate monster* spell (caster level 18th). This ability has a range of 120 feet.

Energy Drain (Su) A living creature hit by Lashona's claw attack gains one negative level.

Fast Healing (Ex) Lashonna heals 5 hit points of damage each round so long as she has at least 1 hit point. If reduced to 0 hit points or lower, she assumes gaseous form (fly speed 40 feet, otherwise as the spell) and attempts to escape. She must reach her hoard within 2 hours or be utterly destroyed. Once at rest upon her hoard, she rises to 1 hit point after 1 hour, then resumes healing at the rate of 5 hit points per round.

Vampiric Weaknesses Direct sunlight slows Lashonna, allowing her only a single standard or move action each round. She can survive exposure to direct sunlight for 9 rounds, after which she is utterly destroyed. Driving a wooden stake through her heart slays her as well. She is not injured by immersion in water, nor is she repelled by garlic or mirrors and can freely cross running water. She can't enter a home unless invited.

BLESSED ANGELS (3) CR 18

Advanced female erinyes mortal hunter 6

LE Medium outsider (baatezu, evil, extraplanar, lawful)

Monster Manual 54, *Book of Vile Darkness* 65

Init +6; **Senses** darkvision 60 ft., see in darkness, true seeing; Listen +32, Spot +32

Languages Common, Celestial, Draconic, Infernal; telepathy 100 ft.

AC 36, touch 18, flat-footed 30; Dodge, Mobility

hp 306 (24 HD); **DR** 5/good

Immune fire, poison

Resist acid 10, cold 10; **SR** 20

Fort +27, **Ref** +22, **Will** +19 (+3 vs. mortal spells)

Spd 30 ft., fly 50 ft. (good)

Melee *+1 vorpal bastard sword* +31/+26/+21/+16 (1d10+7/17–20)

Ranged *+1 distance light crossbow* +31/+26/+21/+16 (1d8+1/17–20) or rope +30 (entangle)

Base Atk +24; **Grp** +30

Atk Options mortal hunting +3, smite mortals 1/day (+3 to melee attack, +10 damage)

Special Atk entangle, *summon baatezu*

Combat Gear *potions of cure serious wounds* (2)

Mortal Hunter Spells Prepared (CL 6th, +30 ranged touch)

3rd (3/day)—*flesh ripper**, *mirror sending**, *nondetection*, *scrying* (DC 21), *suggestion* (DC 21), *vile lance**, *wrack** (DC 21)

2nd (3/day)—*detect thoughts* (DC 20), *evil eye** (DC 20), *hold person* (DC 20), *magic circle against good*, *see invisibility*, *web* (DC 20), *wither limb** (DC 20)

1st (3/day)—*cause fear* (DC 19), *charm person* (DC 19), *detect good*, *heartache** (DC 19), *protection from good*, *sleep* (DC 19), *unnerving gaze**(DC 19)

Spell-Like Abilities (CL 12th)

At will—*greater teleport* (self plus 50 pounds of objects only), *charm monster* (DC 22), *minor image* (DC 20), *unholy blight* (DC 22)

Abilities Str 22, Dex 23, Con 26, Int 14, Wis 16, Cha 26

SQ boost spell-like ability, detect mortals, mortal skin, spurn mortal magic

Feats Alertness, Combat Expertise, Dodge, Exotic Weapon Proficiency (bastard sword), Improved Critical (bastard sword, light crossbow), Mobility, Mortalbane, Rapid Reload, Spring Attack, Track

Skills Bluff +19, Concentration +29, Diplomacy +16, Gather Information +10, Hide +27, Intimidate +20, Knowledge (local) +18, Knowledge (nobility and royalty) +19, Listen +32, Move Silently +27, Search +23, Sense Motive +30, Spot +32, Survival +14

Possessions combat gear, *+5 leather armor*, *+2 buckler*, *+1 distance light crossbow*, *+1 vorpal bastard sword*, *ring of protection +2*, *cloak of resistance +3*, *elixirs of truth* (2)

Boost Spell-Like Ability (Ex) The Blessed Angel can boost the save DC of her spell-like abilities, increasing the save DC by +2. She may do so up to three times a day per spell-like ability.

Detect Mortals (Su) This ability duplicates the effect of *detect undead* cast by a 15th-level caster, except that mortals are detected. Mortals are any creature that aren't outsiders, undead, constructs, or fey.

Mortal Hunting (Ex) The Blessed Angel gains a +3 bonus on attack and damage rolls against mortals. She gains the same bonus on Bluff, Listen, Sense Motive, Spot, and Survival checks when using these skills against mortals. The damage bonus only applies to ranged weapons against targets within 30 feet, and does not apply at all to creatures that are immune to critical hits.

Mortal Skin (Su) By magically grafting bits of mortal flesh to her body, the Blessed Angel can transform (as *polymorph*) into any non-dragon mortal form, once per day. If the flesh used is from the exact individual being imitated, the duration is permanent. If the flesh is from a being of the same type, the duration is 1 hour. In either case, the Blessed Angel can dismiss the ability as a standard action.

Spurn Mortal Magic (Su) A mortal hunter applies its Wisdom modifier (if positive) as an additional bonus on all saving throws against spells and spell-like abilities used by mortals.

*These spells are from the *Book of Vile Darkness*; if you don't have access to this book, replace *heartache* with *doom*, *unnerving gaze* with *bane*, *evil eye* with *blindness/deafness*, *wither limb* with *death knell*, *flesh ripper* with *vampiric touch*, *mirror sending* with *illusory script*, *vile lance* with *keen edge*, and *wrack* with *contagion*.

Tactics: In combat, Lashonna sends her Blessed Angles in to engage the enemy in melee while she remains at range to use her spells and breath weapons (she avoids catching the erinyes in the area of her breath attack if she can).

The Blessed Angels eschew their spell-like abilities and attempt to engage enemies in melee as quickly as possible, resorting to spells only if their physical attacks are proving ineffective. Lashonna spends the first few rounds casting defensive spells: *antilife shell*, *spell immunity* (selecting four 4th-level or lower spells she knows the PCs favor), *displacement*, *mage armor*, and *shield*. If the PCs are still fighting the angels after this, she attempts to dominate one PC per round. Once the Blessed Angels are defeated, she relies upon her *antilife shell* to keep the PCs at bay, using her breath weapons and spells against the PCs. Note that she can reach out of her *antilife shell* to attack characters with her bite (or to deliver touch attack spells).

If brought below 100 hit points, Lashonna assumes gaseous form and flees to area **B10**. If she's destroyed, she's forced to retreat to area **A11** to recover; if the PCs have completely looted this chamber, she is doomed in two hours. Otherwise, she gathers her *ring of wishes* and commands the pit fiend Buldumech to accompany her back to the tower to aid in its defense. If the PCs have already destroyed Kyuss, she instead gathers her treasures and pit fiend ally and attempts to escape the city, returning to the Wormcrawl Fissure to recover and gather her plans for revenge.

If Lashonna is destroyed, the PCs may count her ruin as a victory for the purposes of fighting despair; if they had only accomplished three of the encounters in Part Two, this is enough to disrupt the divine energy of Kyuss' presence.

B3. First Tier

The first tier of the ziggurat foundation is 50 feet above the ground. Its rim is decorated with dozens of hatched broodfiend pods. The PCs should be somewhat worried about the number of pods, inferring that dozens of the powerful outsiders have been created. In fact, the majority of the broodfiends have been sent elsewhere in the world to aid in the Age of Worms once Kyuss is free.

B4. The Captive Daughter (EL 20)

A thirty-foot-high domed chamber fills this level of the ziggurat. An eerie, wavy green light illuminates the walls, dancing over bas-relief carvings that depict a world ruled by worms.

This chamber is where the divine energies of despair and faith in Alhaster are gathered for focusing by the ciborium in the chamber below. Now that this process is complete, the room has little use so Lashonna posted a single guardian here to aid in the structure's defense.

Creature: This chamber's guardian is one of Lashonna's most recent captives—Prince Zeech's deformed half-fiend daughter Hemriss. Her capture and domination had always been part of Lashonna's plan, and she intended to use the half-fiend as an agent to assassinate Zeech as her plans for the city became clear. Zeech proved more canny than she anticipated, however, and Hemriss failed in the attempt. Lashonna has stationed Hemriss in this chamber as a guardian for now, and plans to sacrifice her to Kyuss once the Age of Worms begins.

Hemriss is a strange combination of the beautiful and the grotesque. She's a half-fiend human—her mother was an erinyes devil. Her beauty is marred by two unfortunate physical qualities. First, her face is misaligned; the right half of her face is about a half inch above the left, giving her nose an ugly twist and her mouth a perpetual upturned sneer. Second, her back is hunched with malformed wings; broken feathers protrude here and here from these mockeries, and she tries to cover them with a fine cloak but isn't always successful. Hemriss thus lacks a fly speed, unlike most half-fiends. When she attacks, her fiendish nature becomes horribly apparent as her jaw unhinges into an immense maw of fangs and her hands twist into large talons.

Mortalbane

The creature can make a spell-like ability particularly deadly to mortals.

Benefit: A mortalbane ability is a damaging spell-like ability that deals 2d6 points of additional damage when used against living nonoutsiders, but only half damage against outsiders, undead, and constructs. Mortalbane can be applied to each of a creature's spell-like abilities five times per day, though the feat does not allow the creature to exceed its normal usage limit for any ability.

This feat originally appeared in the *Book of Vile Darkness*.

Always jealous of Lashonna, Hemriss has long suspected the silver sorceress has been manipulating her father. Her curiosity resulted in her capture and domination by the vampiric dragon, and although she remains controlled by Lashonna, her mind yearns for revenge against the creature that ruined her father's rule. Hemriss has been forbidden to speak by Lashonna, and attacks intruders with a single-minded, grim-faced efficiency. Characters who make a DC 15 Sense Motive check can tell that she is dominated by the way she moves with a strange hesitance and by the subtle look of horror and despair in her eyes.

HEMRISS **CR 20**
Female half-fiend human rogue 8/assassin 10
LE Medium outsider
Monster Manual 148
Init +5; **Senses** darkvision 60 ft.; Listen +11, Spot +21
Languages Common, Draconic, Elven, Infernal

AC 26, touch 17, flat-footed 26; Dodge, Mobility, improved uncanny dodge
hp 119 (134 with *false life*, 18 HD); **DR** 10/magic
Immune poison
Resist acid 10, cold 10, electricity 10, fire 10; **SR** 28
Fort +8, **Ref** +18, **Will** +5; evasion

Spd 30 ft.
Melee 2 claws +17 melee (1d6+4) and bite +12 melee (1d4+2)
Ranged *+1 speed composite shortbow* +19/+19/+14/+9 (1d6+5) or
+1 speed composite shortbow +17/+17/+17/+12/+7 (1d6+5, Rapid Shot) or
+1 speed composite shortbow +13/+13/+13 (1d6+5, Manyshot)

Base Atk +13; **Grp** +17
Atk Options Manyshot, Point-Blank Shot, Precises Shot, Rapid Shot, Shot on the Run, death attack (DC 23), smite good 1/day (+18 damage), sneak attack +9d6
Combat Gear 4 *potions of cure serious wounds*, 5 doses of deathblade poison
Assassin Spells Known (CL 10th)
4th (3/day)—*dimension door, locate creature, modify memory, poison* (DC 17)
3rd (4/day)—*deeper darkness, false life, misdirection, nondetection*
2nd (4/day)—*alter self, cat's grace, invisibility, spider climb*
1st (4/day)—*feather fall, jump, obscuring mist, true strike*
Spell-Like Abilities (CL 18th)
3/day—*darkness, poison* (DC 18), *unholy aura* (DC 22)
1/day—*blasphemy, contagion* (DC 17), *desecrate, horrid wiling* (DC 22), *summon monster IX* (fiends only), *unhallow, unholy blight* (DC 18)

Abilities Str 18, Dex 20, Con 16, Int 16, Wis 10, Cha 18
SQ hide in plain sight, trapfinding, trap sense +2
Feats Dodge, Manyshot, Mobility, Point-Blank Shot, Precise Shot, Rapid Shot, Shot on the Run, Skill Focus (Sense Motive)
Skills Bluff +25, Climb +15, Diplomacy +29, Disguise +25, Escape Artist +16, Gather Information +15, Hide +26, Listen +11, Move Silently +26, Sense Motive +24, Spot +21, Tumble +26
Possessions combat gear, *+5 studded leather armor, +1 speed composite shortbow* (+4 Str) with 50 arrows, 10 *slaying arrows* (5 human, 3 elf, 2 dwarf), *amulet of health +4, cloak of the bat, ring of protection +2, quiver of Ehlonna*

Tactics: Hemriss patrols the perimeter of this room stealthily, keeping an eye on the skies around the structure. If she sees intruders, she quickly calls down an alarm to Lashonna and begins studying one of the characters for a death attack. She fights to the death unless freed of Lashonna's control.

Development: If the PCs can free Hemriss of her domination (with *dispel magic*, or even something as simple as a *protection from evil* spell), she immediately breaks off combat and regards the PCs warily. She seethes with hatred against Lashonna, and immediately volunteers her aid if the PCs have not yet destroyed the vampiric dragon. If they have, she curtly thanks the PCs for their help and then leaves to seek her father to beg his forgiveness. If the PCs can make her helpful before she leaves (her initial attitude upon being saved is indifferent), she agrees to remain with the PCs to aid them until Kyuss is defeated. Although she remains remorselessly evil, and her actions in combat may raise some hackles with good characters, she's as good as her word and does not betray the PCs.

B5. Second Tier

This balcony soars about 100 feet high. As with area **B3**, the edge is decorated with empty broodfiend pods.

B6. Broodfiend Guardians (EL 23)

The corners of this chamber feature gently arching stairwells that lead up to the roof above. The fifty-foot-high walls here are decorated with bas-reliefs depicting the undead armies of Kyuss emerging from the Rift Canyon.

Creatures: Three broodfiends guard this chamber. They quickly lurch into the air to confront anyone they notice approaching the structure from the sky, giving cry to great bellowing roars to alert the others in the Spire.

Broodfiends (3): hp 385 each; see Appendix.

B7. Third Balcony

This balcony soars about 150 feet high. As with areas **B3** and **B5**, the edge is decorated with broodfiend pods. Unlike those areas, six of these pods are intact. After the PCs make their first attack on the Spire, Lashonna uses the ciborium to direct Kyuss' breath down to these six pods, awakening six new broodfiends to augment the Spire's defenses against additional attacks. The ritual of awakening takes an hour to perform, and if it is interrupted the pods are ruined.

B8. Base of the Spire (EL 23)

The hollow structure of the new Spire of Long Shadows is made entirely of dark greenish stone. From the base, a series of ascending stairways spirals up along the inner rim to a dizzying height, several hundred feet above.

A circling stairway leads from the base of the structure to the first of 12 ledges. The ledges are connected by short flights of ascending stairs. As the PCs proceed up the stairs, the unnerving susurrus of thousands of writhing worms grows louder and louder.

Creatures: The final guardians of the Spire are a group of nine Kyuss knights. Of these, eight are of the standard variety the PCs fought earlier, but the ninth is perhaps the most powerful knight of them all. This twisted mockery wears a distinctive metal faceplate and has wild white hair. Closer inspection reveals the emaciated form may have once been that of a human woman.

This is Maralee, once Balakarde's sister. Her death at the hands of a spawn of Kyuss decades ago is what spurred the great wizard on his crusade against the Wormgod, and Dragotha's revelation to the wizard that she had been transformed into this undead horror is what shattered the wizard's spirit. Any character who carried a portion of Balakarde's spirit in them in "Into the Wormcrawl Fissure" immediately recognizes Maralee, and is filled with such loathing and hatred for what has become of her that he gains a +5 insight bonus on all attack and weapon damage rolls made against her. Maralee remembers nothing of her life and is beyond redemption—only the destruction of her current form allows her spirit to join Balakarde in the afterlife.

MARALEE CR 22
Female advanced Kyuss knight
CE Medium undead
Init +5; **Senses** darkvision 60 ft.; Listen +39, Spot +39
Languages Abyssal, Common

AC 42, touch 17, flat-footed 40 (+1 Dex, +13 armor, +7 shield, +6 natural, +5 deflection)
hp 528 (32 HD); **DR** 10/silver
Immune cold, electricity; undead traits
Fort +19, **Ref** +21, **Will** +31

Spd 40 ft. in armor (60 ft. base)

Melee* *+1 unholy executioner's mace* +44/+44/+39/+34/+29 (2d6+41/19–20/×3/+2d6) and 2 bites +17 (1d4+11 plus 2d4 Intelligence drain)

Base Atk +16; **Grp** +29

Special Atk gaze of Kyuss

Spell-Like Abilities (CL 16th)
At will—*detect good*
1/day—*bull's strength*, *death knell* (DC 19), *protection from energy*

*10-point Power Attack

Abilities Str 36, Dex 12, Con —, Int 12, Wis 18, Cha 24

SQ dark blessing, haste, martial calling, turn resistance +4, unholy toughness

Feats Cleave, Great Cleave, Great Fortitude, Improved Critical (executioner's mace), Improved Initiative, Improved Sunder, Improved Toughness (grants +1 hp/HD), Iron Will, Overwhelming Critical (deal +2d6 damage on a critical hit with executioner's mace), Power Attack, Weapon Focus (executioner's mace)

Skills Concentration +35, Intimidate +42, Knowledge (religion) +36, Listen +39, Spot +39

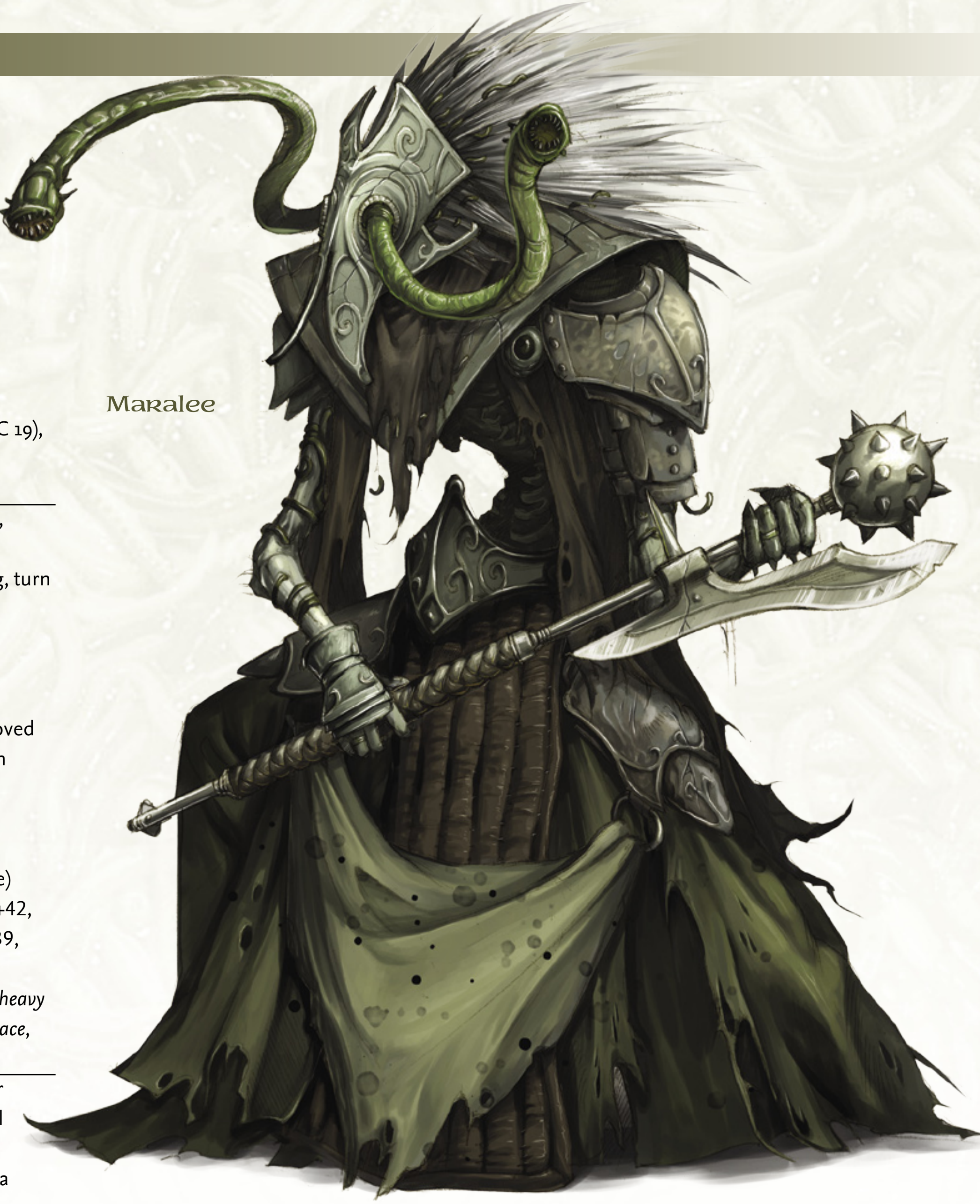
Possessions *+5 full plate*, *+5 animated heavy steel shield*, *+5 unholy executioner's mace*, *ring of protection +5*

Dark Blessing (Su) Maralee applies her Charisma modifier as a bonus on all saving throws.

Gaze of Kyuss (Su) Maralee possesses a terrible gaze weapon. All living creatures within 30 feet of Maralee must make a DC 33 Fortitude save or become permanently blinded as their eyes transform into Kyuss worms. On the next round, these worms burrow into the victim's brain, inflicting 2d6 points of Intelligence drain per round. A *remove curse* or *remove disease* effect destroys the worms. Death occurs at 0 Intelligence. A Small, Medium, or Large humanoid slain by these worms rises as a favored spawn of Kyuss (see DRAGON #336) 1d6+4 rounds later. The save DC is Charisma-based.

Haste (Su) Maralee acts at all times as if hasted.

Intelligence Drain (Su) Anyone who is bitten by one of Maralee's "eyes" takes 1d4 points of Intelligence drain. Maralee heals 5 points of damage each time she drains Intelligence from a creature.



Maralee

Martial Calling (Su) Maralee gains a +16 profane bonus on all melee weapon attacks (but not on natural attacks).

Unholy Toughness (Ex) Maralee gains a bonus to her hit points equal to her Charisma modifier × her Hit Dice.

Kyuss Knights (8): hp 216 each; *Monster Manual* 55.

Development: If there's a particularly memorable NPC villain from your Age of Worms campaign who was involved in some way with Kyuss, feel free to make Maralee into a Kyuss knight version of this NPC—the creature's statistics don't change at all, but the PCs get the thrill of facing Loris Raknian, Bozal Zahol, Venk, the Faceless One, or even Balabar Smenk one last time.

B9. Protruding Balconies

> Four archways on each ledge within the spire lead to identical protruding balconies outside. On each balcony stands an obelisk engraved with arcane runes and symbols. The obelisks sometimes attract a greenish bolt of lightning from the sky.

The obelisks channel off "wasted" energy from the despair and negative energy Kyuss has been consuming to fuel his escape. Even if the PCs have interrupted these sources of energy, there's easily enough remaining energy that these obelisks keep periodically flashing with lightning for several days (or until Kyuss is destroyed).

If a creature comes within 20 feet of an obelisk, an eldritch bolt of lightning and negative energy blasts at him. An obelisk can generate one such bolt per round. The creature hit takes 12d10 points of electrical damage and 12d10 points of negative energy damage (Reflex DC 25 half).

B10. Top of the Spire

The top of the Spire of Long Shadows is a hundred-foot-wide circular platform. At its center stands a square pedestal surrounded by four L-shaped pillars, and atop the pedestal stands a fifteen-foot-tall trapezoid-shaped pinnacle of black rock. The surface of this monolith writhes, as if a vortex of thousands of worms burrow just below its glossy surface.

This monolith is Kyuss' prison, a portal to the nameless void in which the Wormgod has spent the past 1,500 years waiting patiently for this precise moment. The time for his freedom draws near, yet he cannot yet fully manifest beyond the confines of the monolith. When this adventure begins, the PCs have only a few days before Lashonna releases the Wormgod. This timeline is somewhat flexible—as long as the PCs don't take more than a week to finish their business in Alhaster, they should be able to reach the monolith before Kyuss is freed.

When the PCs reach this area, proceed with Part Five.

PART FIVE: THE AGE OF WORMS

The most important battle of the campaign begins as the PCs finally reach area **B10**. Wise PCs take care of the other creatures guarding the Spire before they confront Kyuss, otherwise they'll have to deal with the Wormgod and his minions all at once.

When the PCs reach the apex of the Spire, three things happen simultaneously.

- The clouds in the sky above suddenly take on a horrific green coloration. The spiraling pattern writhes and begins to uncoil, forming a slowly moving tentacle of clouds that reaches down toward the spire. This tendril looks ominous, but never quite reaches the top of the Spire.
- A wave of chilling necromantic energy washes out from the monolith, visible as a ripple of distortion in the air. The wave extends in a 900-foot-radius sphere. All creatures in this area are affected as if by a *harm* spell (caster level 20th). If the Unlife Vortex has been destroyed, this wave of negative energy instead targets creatures in its area as an *inflict moderate wounds* spell (caster level 20th). Any creature that takes damage from this wave must also make a DC 20 Will save or be paralyzed with fear for 1d6 rounds.
- One side of the monolith (the side facing the most PCs) ripples as two torrents of Kyuss worms spew from its face. As the worms continue to spew, it becomes apparent that they are, in fact, Kyuss' hands as an immense executioner's mace emerges, followed by the Wormgod himself.

Kyuss takes a round to emerge fully from his prison, during which time he can take no actions; the PCs effectively have one free round at the start of the fight. Once Kyuss emerges, he spares no effort against the PCs. Kyuss cannot physically travel more than 60 feet from the monolith.

Kyuss: hp 660; see Appendix.

Tactics: Kyuss is an incredibly complex combatant. You should still take some extra time to study his stat block before running this encounter, but if you choose to simply use the following tactics for ranged and melee attack rounds, you should do fine.

Ranged: If no creatures are in Kyuss' reach, he hurls a worm at any target within 100 feet (a free action), casts a *horrid wilting* , *wail of the banshee*, or uses his divine blast, and casts a quickened clerical spell. He takes a move action to move closer to the closet target.

Melee: If no creatures threaten him, Kyuss hurls a worm at any target within 100 feet; if he is threatened, he instead transfers a worm to a target with his first successful hit. He makes a full attack action with the *Mace of Kyuss* and his engulf attack.

If Kyuss is brought below 300 hit points, he casts *time stop* and uses *harm* spells on himself to heal damage. Any time left over is used to cast defensive spells.

In a straight-up fight, even a group of 21st-level characters have little chance to defeat a god. Fortunately, they may have several tricks up their sleeves to aid them during the battle.

- **Allies**: You should allow the PCs to control all allied creatures, providing them with statistics as necessary.
- **Artifacts**: The benefits of using numerous artifacts against Kyuss are given in Part One.
- **Fight Despair**: If the PCs managed to fight off despair in Alhaster, Kyuss becomes a rank 0 deity (also known as a quasi-deity). He loses his divine blast ability. His AC, attack rolls, saving throws, skill checks, fire resistance, and spell resistance are all reduced by 1. He now fails saving throws and attacks on a natural roll of 1. His damage reduction drops to 10/epic. His blindsight is reduced to 300 feet. He loses all of his domain powers, his remote sensing, his remote communication, his ability to *greater teleport* at will, his portfolio sense abilities, his ability to make his followers his familiars, and his ability to take automatic actions. He can no longer spontaneously cast cleric spells. Finally, he loses his divine aura completely.
- **Unlife Vortex**: If the Unlife Vortex has been destroyed, Kyuss must take two rounds rather than one to emerge from his prison. In addition, he suffers a –10 penalty on all attack rolls, weapon damage rolls, grapple checks, skill checks, and caster level checks. He also loses his +20 insight bonus to his Armor Class.

CONCLUDING THE CAMPAIGN

As soon as Kyuss is killed, the oppressive pall over Alhaster fades in a matter of seconds. The clouds of green mist vanish, and all remaining undead of Kyuss in the city are immediately destroyed. Overworms, broodfinds, and other living allies are filled with a blind panic (even if they're normally immune to fear) and scatter into the province of Redhand or into the Lake of Unknown Depths.

Kyuss' monolith melts away in a wash of writhing green worms, and over the

course of ten rounds, the melting spreads with shocking speed through the rest of the Spire. Any character remaining in the spire suffers 20d6 points of damage each round as the ravenous worms consume everything in their path. When they reach the ziggurat, the worms continue feeding down through its core, creating a 100-foot-wide pit into the earth. The worms dig to a depth of 600 feet before branching out, eating away at the stone and spontaneously creating a tangled warren of caverns. Initially, these caves are lifeless, but in time Kyuss' remaining taint takes root in the caves. This complex comes to be known as the Pit of Worms, and becomes an infamous and deadly dungeon to test the mettle of adventurers throughout the world.

In Alhaster, the stings of woe and destruction linger. Buildings lie in rubble, mangled corpses clog streets, and the cries of orphaned children ride the wind. Nonetheless, a crowd of the city's survivors quickly gathers in the main avenue to greet the PCs as they emerge from the Spire's ruins. Priests of Kord and Wee Jas, hobgoblin guards, bandits, pirates, and the honest, hard-working citizens of Alahaster rub shoulders as they look in awe upon the party. They stare blankly until a voice cries: "Long live the saviors of Alahaster! Glory to the vanquishers of Kyuss!"

The Duel for Redhand

Yet this scene of triumph is short lived. A few minutes later, the crowd falls silent and parts as Prince Zeech arrives on the scene, accompanied by a large platoon of loyal guards and priests of Hextor. Joy abandons the crowd as quickly as it came and gloom and fear reappear on their faces as Zeech, mounted on a dark horse and clad in armor, rides up to confront the PCs. His face is a strange mix of pride, outrage, and perhaps even fear.

Recent events ranging from an attempted assassination at the hands of his own daughter to the advent of the Age of Worms have brought Zeech to a severe crisis of identity. Zeech now sees the depth to which Lashonna manipulated and betrayed him, and feels a tremendous sense of guilt. As the crowd waits in silent awe, the Prince speaks to the PCs: "So you saved Alahaster from destruction, something I was unable to do. If not for you, my domain would not exist anymore. Yet you have also brought woe upon my city, for who here knows what role you played in bringing these events to Alhaster?"

As he speaks, an angry ripple spreads through the crowd. That sense of uncertain fear flashes stronger on Zeech's face, but he quickly regains his composure and continues to speak.

"Alhaster lies in ruin, and it needs strong leadership to recover. By Hextor's law, the strong shall rule. And I intend to prove my strength by defeating one of you heroes in an honorable duel. I shall defeat those who defeated a god, and with this victory I shall raise Alhaster to glory!"

The angry ripple explodes at this point into a cacophony of shouts and threats. Prince Zeech seems unimpressed by the angry crowd, which is in truth still too frightened to form a dangerous mob. Zeech patiently waits for an answer from one of the PCs. If the heroes attack him as a group, the crowd scatters in panic and Prince Zeech does his best to defend himself—his soldiers flee, leaving him alone.

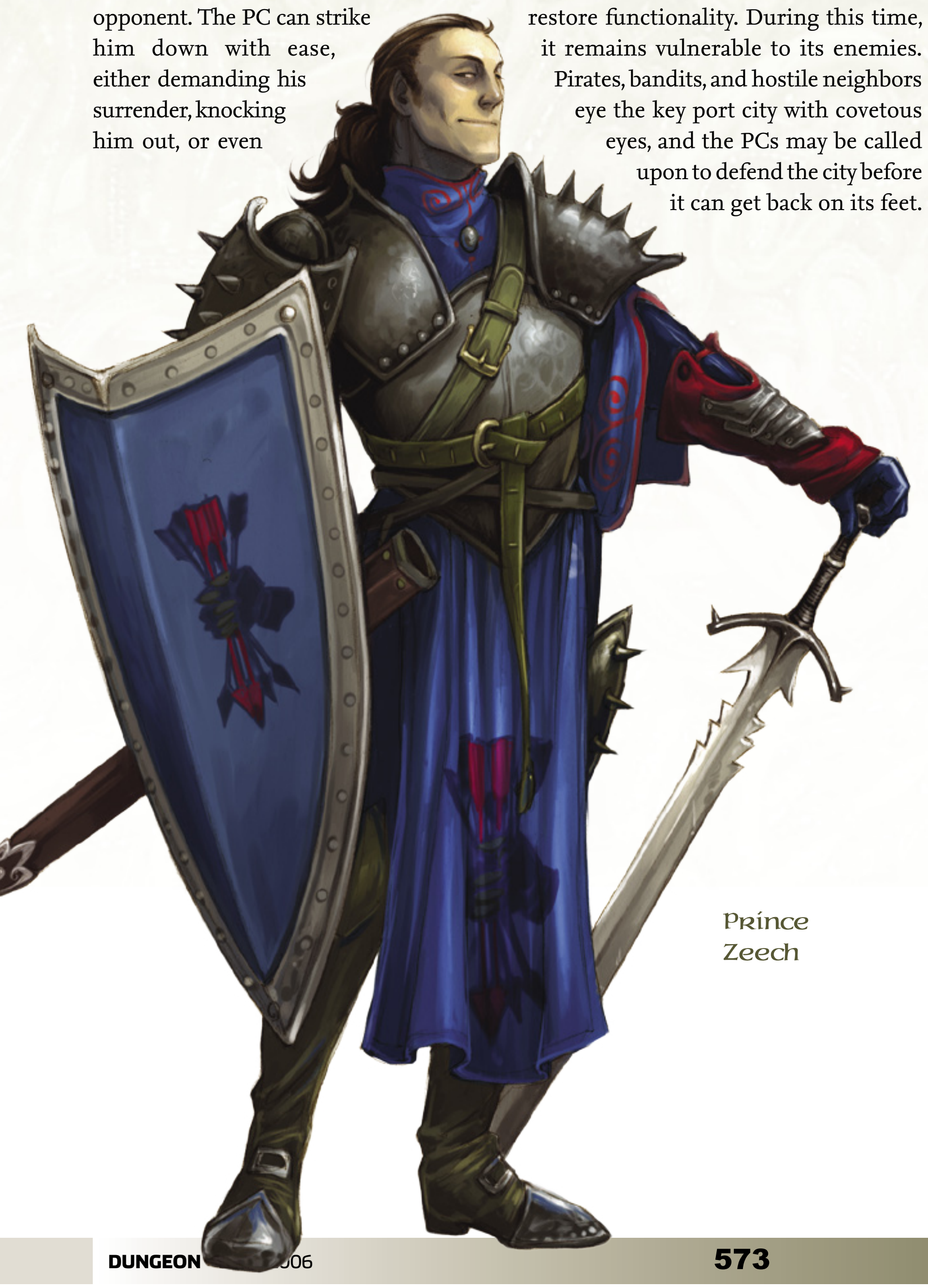
If the PCs accept his challenge, one of them must duel against Zeech for the right to rule. The crowd forms a circle, and Zeech dismounts. His clerics of Hextor cast several defensive spells on him, and the PCs may do the same on their champion. The rules of the duel are simple—the first to surrender, be knocked unconscious, or be slain loses. Zeech fights with a bastard sword and shield, fighting fairly yet skillfuly.

Prince Zeech is a human fallen paladin 8/blackguard 8, and should be no challenge for one of the PCs. You can simply describe this final duel, or generate stats as you wish. You can even use Sedekas Crane's stats from "Chains of Blackmaw" in this issue. In any event, at some point during the battle, he throws the duel, skillfully missing an attack and exposing himself for a riposte from his opponent. The PC can strike him down with ease, either demanding his surrender, knocking him out, or even killing him. Zeech has lost the will to rule, and in his mind this is the only way to pass on the crown. As he loses the duel, the crowd erupts in a cheer again. The party has won their final fight, and the Age of Worms has ended as soon as it began.

CONTINUING THE CAMPAIGN

With Kyuss slain and his cult destroyed, the Age of Worms Adventure Path comes to a close. Yet this does not necessarily herald the end of your campaign, as much may remain to be done.

The PCs have the chance to claim Alhaster as their own. The city is in ruins, and it will take several months to restore functionality. During this time, it remains vulnerable to its enemies. Pirates, bandits, and hostile neighbors eye the key port city with covetous eyes, and the PCs may be called upon to defend the city before it can get back on its feet.



Prince Zeech

The most dangerous enemy at this time is, without a doubt, the demigod Iuz, who rules to the west of Redhand. Yet he also knows that the PCs have already killed one deity (albeit a fairly minor one in the grand scheme of things), so he does not move against them directly. For now.

Other enemies may have escaped the PCs. In particular, Lashonna may have survived—in this event, the vampiric silver dragon spends several months in despair over the loss of her patron, but eventually her mind clears and focuses on a new goal. Kyuss has been destroyed, but the divine energy he released into the multiverse remains. If she can move quickly, she may be able to harvest these threads of Kyuss' portfolio. Eventually, the PCs may be called upon again to take up arms, this time against a new goddess of undeath.

Allies remain as well. Not long after their successful battle against Kyuss, Manzorian and his allies (including Celeste and a wide-eyed Allustan) come to Alhaster to visit the PCs. There is little they can offer apart from congratulations, for by now the PCs have likely surpassed even Manzorian in power. Where their lives take them from here, only you can decide.

WHAT IF THEY FAIL?

If the PCs fail to slay Kyuss within a week (or worse; if they are themselves slain), nothing can be done to prevent the Age of Worms. Over the next several days, the world slips into an era of writhing doom. Kyuss worms rain from the sky over certain parts of the world. Corpses rise within minutes of death as undead. Cities are attacked by flights of broodfiends and razed in hours. The cult of Kyuss ascends, quickly becoming one of the most powerful religions in the world. These events are not caused by Kyuss, but are in fact caused by something greater, something beyond even the gods themselves. Reclaiming the world from the Age of Worms and discovering what nameless threat is behind the apocalypse can be the foundation for an entire new campaign—one for epic-level heroes desperate to correct what they, in their failure, unleashed upon the world.

NEW BEGINNINGS

With the completion of this epic campaign, you and your players may be ready to start something new. After saving the world from an age of darkness, decay, and writhing doom, your players may be interested in a change of scenery. Far to the south, in the exotic port city of Sasserine, trouble is brewing. A noblewoman's parents lie dead, her brother is missing, and greedy creditors haunt her doorstep, ready to steal away her ancestral home. Yet in providing aid to this desperate woman, the PCs unwittingly entangle themselves in a sinister plot to spread madness across the globe, a plot destined to send them to the infamous pirate city of Scuttlecove, the notorious Isle of Dread, and deep into the Abyss itself. Look for the first installment of Adventure Path III: Savage Tide to begin in issue #139 of *DUNGEON*.

APPENDIX: NEW MONSTER

Broodfiend

An almost headless, grotesque mix of worm, lizard, bat, and ape, this monstrosity has short clawed hind legs, a baggy belly, leathery wings, and boneless, tentaclelike arms ending in teeth-filled mouths. Between the beast's shoulders gapes a large smoking orifice surrounded by a writhing nest of tendrils.

BROODFIEND **CR 20**
Always NE Huge outsider (evil)
Init +6; **Senses** blindsight 90 ft.; Listen +33, Spot +8
Aura breath of Kyuss (15-foot spread)
Languages Abyssal, Common, Infernal

AC 39, touch 10, flat-footed 37 (–2 size, +2 Dex, +29 natural); obscurement
hp 385 (22 HD); fast healing 10; **DR** 15/silver and good
Immune acid, death effects, mind-affecting effects, paralysis, poison
Resist cold 30, electricity 10, sonic 10; **SR** 30
Fort +26, **Ref** +15, **Will** +21

Spd 30 ft., fly 50 ft. (average)
Melee* 2 bites +32 (3d6+32/19–20 plus 1d8 Intelligence drain) and 2 wings +30 (1d8+18)
Space 15 ft.; **Reach** 20 ft.
Base Atk +22; **Grp** +47
Atk Options Cleave, Power Attack
Special Atk breath weapon, rebuke undead 8/day (+8, 2d6+27)
Spell-Like Abilities (CL 20th)
At will—*detect undead*, *greater dispel magic*, *greater magic fang*, *greater teleport*, *mind fog* (DC 20)
3/day—*feeblemind* (DC 20), quickened *mass inflict moderate wounds* (DC 21), quickened *harm* (DC 21), *true seeing*
1/day—*acid fog*, *unholy aura* (DC 23)
*10-point Power Attack

Abilities Str 44, Dex 14, Con 36, Int 12, Wis 26, Cha 21
SQ negative energy affinity
Feats Cleave, Hover, Improved Critical (bite), Improved Initiative, Multiattack, Power Attack, Quicken Spell-Like Ability (*mass inflict moderate wounds*, *harm*)
Skills Concentration +38, Hide +19 (+29 in mist), Knowledge (arcana) +26, Knowledge (religion +26), Knowledge (the planes) +26, Listen +33, Move Silently +27, Sense Motive +33, Swim +42

Environment any near Kyuss
Organization solitary
Treasure none
Advancement 21–29 HD (Huge), 30–60 HD (Gargantuan)

Breath of Kyuss (Su) A broodfiend's exhalations consist of rancid-smelling green-brown mist that quickly fills a 15-foot radius spread around the creature at all times. If the broodfiend is slain, the mist dissipates in a single round. Wind conditions equal to or greater than strong prevent the mist from forming as long as the wind conditions persist.

Visibility within the mist is obscured, as if by *obscuring mist*, granting all creatures within 5 feet concealment (20% miss chance). Creatures farther away have total concealment (50% miss chance, and the attacker cannot use sight to locate the target). All living creatures (with the exception of broodfiends) within the mist's spread must make a DC 34 Fortitude save each round to avoid being nauseated for that round. Once a creature makes this save, he becomes accustomed to the mist and cannot be affected by it until he leaves the area of effect and re-enters.

Dead bodies within the area of this mist quickly become saturated with necromantic energy. A day after exposure to this mist, a skeletal body rises as a free-willed skeleton, while fresher corpses rise as zombies. A humanoid corpse affected by this mist instead rises as a spawn of Kyuss. Corpses of creatures with 15 or more Hit Dice rise as favored spawn of Kyuss.

Breath Weapon (Su) Once every 1d4 rounds, a broodfiend can exhale a 60-foot cone of noxious gray-brown gas. All creatures in this area take 15d10 points of acid damage (Reflex DC 35 halves). Additionally, any creature caught in this gas becomes poisoned unless he makes a DC 35 Fortitude save. Failure results in 2d6 points of Strength damage; one minute later, the victim must make a second DC 35 Fortitude save to avoid taking another 2d6 points of Strength damage. The save DCs are Constitution-based.

Intelligence Drain (Su) Any creature bitten by a broodfiend automatically takes 1d8 points of Intelligence drain. On a critical hit, this increases to 2d8 points of Intelligence drain. A creature drained to 0 Intelligence is immediately slain, rising in 1d4 rounds as a favored spawn of Kyuss under the broodfiend's control. The favored spawn of

Scaling the Adventure

"Dawn of a New Age" is designed for a party of four 20th-level characters, but with a little work it can be adapted for use by 18th–19th-level characters. Simply adjust all NPC character levels down as appropriate by a number equal to that which the average party level of your group deviates from 20.

Reomove one of the advanced overworms from event 1 and two from area **A8**. Remove four Kyuss knights from event 2, one lich from event 3, and one vampire from event 3. In encounter A7, consider making Vulras more helpful, or remove one of the vampire shadowdancers.

For Part Four, remove Hemriss, two broodfiends, four Kyuss knights, and one of the Blessed Angels. Consider making Lashonna an old dragon rather than a very old dragon. Reduce Maralee's Hit Dice by 2–4. Aside from lowering Kyuss' character levels, you should do little to adjust his stats; this battle should remain difficult even for lower level groups.

Kyuss template is detailed in issue #336 of *Dragon*; if you don't have access to this issue, the victim instead rises as a zombie.

Negative Energy Affinity (Ex) Negative energy cures a broodfiend of damage as if it were an undead creature. Likewise, healing magic damages it as if it were undead.

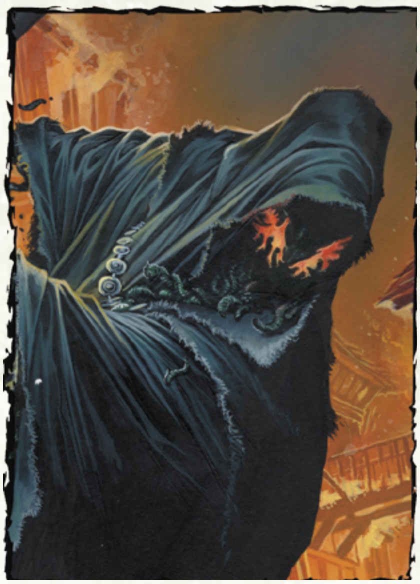
Rebuke Undead (Su) A broodfiend can rebuke and command undead as a cleric of a level equal to its Hit Dice.

The substance of a broodfiend's body is supernaturally malleable and resilient, almost as if it were a strange green-brown metal that learned to mimic flesh. Twenty feet tall and with a wingspan of 35 feet, the secret of their generation has always been closely guarded by the avolakias, although this knowledge might have been passed to some necromancer or other worshiper of Kyuss.

Broodfiends react only to immediate threats and follow the orders of more intelligent servants of Kyuss. They are more likely to attack aerial targets than landbound ones, and prefer to attack creatures who can channel positive energy. A broodfiend's tentacles have prodigious reach, so the menace generally tries to stay about 20 feet away from its enemies to avoid melee attacks. Their mouth attacks are always under the effect of *greater magic fang*—the benefits of this spell-like ability are included in the stats above.

APPENDIX 2: KYUSS

Kyuss is a towering giant whose flesh is made of large green worms. His face is partially hidden by a ragged hood, but his eyes, red and burning with malicious anger, are clearly visible. He raises his writhing arms and utters a terrible cry of triumph.



Kyuss
Divine Rank 1
Male worm that walks cleric 8/sorcerer 8/true necromancer 14
CE Huge aberration (extraplanar)
Epic Level Handbook 229, *Libris Mortis* 51
Init +7 **Senses** blindsight 1 mile; Listen +38, Spot +18
Aura divinity (10 ft. radius), *zone of desecration* (140 ft.)
Languages All; remote communication

AC 59, touch 51, flat-footed 52 (–2 size, +7 Dex, +8 armor, +20 insight, +16 deflection)
hp 660 (30 HD); **DR** 15/epic
Immune ability drain/damage, acid, cold, critical hits, death, disease, disintegration, electricity, energy drain, flanking, mind affecting, paralysis, petrification, poison, polymorph, sleep, sneak attack, stunning
Resist fire 6; **SR** 40
Fort +34, **Ref** +23, **Will** +44

Spd 100 ft.
Melee *Mace of Kyuss* +37/+32/+27/+22 (4d6+29/×3 plus create spawn plus 2d6) and engulf +27 touch (special)
Ranged worm +23 touch (create spawn)
Space 15 ft.; **Reach** 15 ft.
Base Atk +17; **Grp** +42
Atk Options frightful presence (DC 41), smite 1/day (+4 attack, +8 damage)
Special Atk death touch 1/day (8d6 damage), divine blast 19/day, ignore hardness 1/day, rebuke undead 19/day (+21; 2d6+38)
Cleric Spells Favored (CL 20th, 24th with necromancy, +1 caster level for Evil spells; +27 touch; +23 ranged touch)
10th—quickened *blade barrier* (DC 33), quickened fell drain *inflict critical wounds* (DC 33), quickened *greater dispel magic*, quickened *harm* (DC 35)
9th—quickened *flame strike* (DC 32), *gate*, quickened *greater command* (DC 32), quickened fell drain *inflict serious wounds* (DC 32), *miracle* (2), quickened *slay living* (DC 34), *wail of the banshee*^{D} (DC 38)
8th—fell drain *blade barrier* (DC 33), *earthquake*^{D}, *fire storm* (DC 35), maximized *flame strike* (DC 32), fell drain *harm* (DC 35), *greater spell immunity*, quickened *inflict critical wounds* (DC 33), *unholy aura* (DC 35)
7th—*blasphemy* (2), *destruction*^{D} (DC 36), *ethereal jaunt*, fell drain *flame strike* (DC 32), quickened *inflict serious wounds* (DC 30), *repulsion* (DC 34), *summon monster VII*
6th—*antilife shell*, *banishment*, *blade barrier* (DC 33), *create undead*^{D}, *greater dispel magic* (3), *harm* (DC 35)
5th—*break enchantment*, *greater command* (DC 32), *dispel good*, *feeblemind*^{D} (DC 32), *flame strike* (DC 32), *insect plague*, *mark of justice*, *slay living* (DC 34), *wall of stone* (2)
4th—*air walk*, *dimensional anchor* (2), *dismissal* (2), *divine power*, *giant vermin*, *poison* (DC 31), *spell immunity*, *unholy blight*^{D} (DC 31)
3rd—*bestow curse* (DC 32), *blindness/deafness* (DC 32), *contagion*^{D} (DC 30), *dispel magic* (3), *meld into stone*, *speak with dead* (2), *wind wall*
2nd—*bear's endurance*, *bull's strength*, *death knell*^{D} (DC 31), *hold person* (3, DC 29), *resist energy*, *shatter* (DC 29), *silence* (DC 29), *spiritual weapon*
1st (11/day)—*command* (3, DC 28), *deathwatch*, *divine favor* (2), *doom* (DC 28), *obscuring mist*, *protection from good*^{D}, *sanctuary* (2, DC 28)
0 (6/day)—*guidance* (6)
D domain spell; **Domains** Corruption, Death, Destruction, Evil
Sorcerer Spells Known (CL 20th, 24th with necromancy, +1 caster level for Evil spells)
10th (3/day)—none (may cast metamagiced lower level spells using these 3 spell slots)
9th (8/day)—*energy drain*, *imprisonment* (DC 35), *time stop*
8th (9/day)—*horrid wilting* (DC 36), *mind blank*, *power word stun*
7th (9/day)—*banishment* (DC 33), *finger of death* (DC 35), *power word blind*
6th (9/day)—*circle of death* (DC 34), *greater dispel magic*, *undeath to death* (DC 34)
5th (9/day)—*magic jar* (DC 33), *mind fog* (DC 31), *telekinesis* (DC 33), *wall of force*
4th (10/day)—*bestow curse* (DC 32), *enervation*, *fear* (DC 32), *phantasmal killer* (DC 30)
3rd (10/day)—*fly*, *gentle repose*, *halt undead* (DC 31), *vampiric touch*
2nd (10/day)—*blindness/deafness* (DC 30),

command undead, ghoul touch (DC 30), *mirror image, spectral hand*

1st (10/day)—*chill touch* (DC 29), *magic missile, obscuring mist, ray of enfeeblement, shield*

0 (6/day)—*acid splash, arcane mark, disrupt undead, ghost sound* (DC 26), *mage hand, mending, message, prestidigitation, touch of fatigue* (DC 28)

Deity Spell-Like Abilities (CL 11th, +23 ranged touch)

At will—*animate dead, befoul**, *blasphemy, blindness/deafness* (DC 29), *cause fear* (DC 28), *contagion* (DC 30), *create undead, create greater undead, death knell* (DC 29), *death ward, desecrate, despoil** (DC 36), *destruction* (DC 34), *disintegrate* (DC 34), *dispel good, doom* (DC 28), *earthquake, feeblemind* (DC 32), *harm* (DC 33), *implosion* (DC 36), *inflict critical wounds* (DC 31), *inflict light wounds* (DC 28), *insanity* (DC 34), *magic circle against good, mass inflict light wounds* (DC 32), *morality undone** (DC 31), *pox** (DC 33), *protection from good, shatter* (DC 29), *slay living* (DC 32), *summon monster IX* (evil creatures only), *unholy aura* (DC 35), *unholy blight* (DC 31), *wail of the banshee* (DC 36)

*From *Book of Vile Darkness*

True Necromancer Spell-Like Abilities (CL 18th, +23 ranged touch)

2/day—*create undead, create greater undead*

1/day—*energy drain, horrid wilting* (DC 24), *wail of the banshee* (DC 25)

Worm That Walks Spell-Like Abilities (CL 20th, +23 ranged touch)

1/day—*animal growth, animal messenger, animal shapes, animal trance, creeping doom, energy drain, giant vermin, horrid wilting* (DC 35), *insect plague, summon swarm, summon nature's ally* (vermin only), *wail of the banshee* (DC 35)

Abilities Str 42, Dex 24, Con 38, Int 38, Wis 44, Cha 42

SQ automatic actions, create magic items, discorporate, necromantic prowess +4, negative energy affinity, portfolio sense, remote sensing, spontaneous casting, summon familiar, teleportation

Feats Corpsecrafter, Craft Magic Arms and Armor, Craft Wondrous Item, Destruction Retribution, Extend Spell, Fell Drain, Greater Spell Focus (necromancy), Improved Spell Capacity (2), Maximize Spell, Quicken Spell, Spell Focus (necromancy)

Skills Bluff +24, Concentration +48, Diplomacy +19, Hide +20, Knowledge (arcana) +48, Knowledge (religion) +48, Knowledge (the planes) +33, Listen +38, Move Silently +28, Spellcraft +52

Possessions *Cowl of the Wormgod, Mace of Kyuss*

Automatic Actions (Su) Kyuss can make up to two skill checks per round as a free action, provided the skill checks are associated in some way with the creation of undead, worms, or decaying or corrupting flesh.

Create Magic Items (Su) Kyuss can create magic items related to his portfolio without any requisite item feat, provided he possesses all other prerequisites for the item. The item's cost and creation time is unchanged, and cannot be worth more than 4,500 gp. When he creates magic arms and armor and wondrous items, the cost (in gold and XP) and creation times are halved.

Create Spawn (Su) Once per round as a free action, Kyuss can transfer a worm to an opponent whenever he hits with a melee attack. Alternately, he may do so as a ranged touch attack, hurling a worm at a foe up to 100 feet away. Each worm is a Fine vermin with AC 10 and 1 hit points that can be killed by damage or the touch of silver. On Kyuss' next action, the worm burrows into its host's flesh. Natural armor is no defense against a burrowing worm. The worm burrows into the victim's brain immediately, where it deals 2d4 points of Intelligence damage per round until it is either killed or it slays its host (death occurs at 0 Intelligence). A creature slain by a worm immediately rises as a favored spawn of Kyuss.

Divine Aura (Ex) Any non-divine creature within 10 feet of Kyuss must make a DC 27 Will save to resist his Divine Aura. Kyuss can reduce the radius of this emanation as a free action. He can choose any of the following effects to apply to his divine aura, and can change them as a free action. He can daze affected beings, cause them to become shaken (or frightened), or he can impart a +4 morale bonus on attack rolls, saves, and checks to his allies while his enemies receive a –4 penalty on the same. A character who makes this save is immune to Kyuss' divine aura for one day. The save DC is Charisma-based. This is a mind-affecting ability.

Divine Blast (Su) As a standard action, Kyuss can create a ray of writhing worms to a range of one mile, making a ranged touch attack to hit a target. Creatures struck take 17d12 points of damage (this damage drops by 1d12 for every 2 points of Charisma Kyuss loses). Damage from this blast is not subject to damage reduction, energy resistance, or other similar defenses. The divine blast destroys any *wall of force, prismatic wall*, or *prismatic sphere* it hits. The ray itself is unaffected and can strike a target behind the *wall of force* or prismatic effect.

Divine Rank 1 Kyuss does not automatically fail on a natural attack roll of 1, or on a natural saving throw of 1. He gains a divine bonus equal to his divine rank on attack rolls, saving throws, skill checks, ability checks, caster level checks, rebuke undead checks, and caster level for his divine spell-like abilities. All of Kyuss' attacks are considered to be chaotic and evil for the purposes of damage reduction. Kyuss is not subject to death from massive damage, nor does he age, eat, sleep, or breathe.

Engulf (Ex) Kyuss can choose to engulf any Large or smaller opponent; treat this as a secondary attack. He must make a melee touch attack. If successful, the victim is swallowed up and surrounded by Kyuss worms, taking 20d10 points of damage and 3d6 Intelligence drain. A successful DC 39 Reflex save halves the damage taken and prevents the Intelligence drain. An engulfed creature can escape being engulfed by taking a full-round action to break free and move up to half its speed away if desired, but can do nothing else. Otherwise, each round the victim remains embraced, he takes another 20d10 points of damage and 3d6 Intelligence drain. A creature slain or reduced to 0 Intelligence by this attack immediately transforms into a favored spawn of Kyuss (see DRAGON #336). Kyuss can engulf only one target at a time, regardless of the target's size.

Familiar Kyuss can treat any of his undead spawn, monstrous worms, or avolakia as his familiar, as long as that creature is within a mile. This applies to only one creature at a time, but Kyuss can switch between one creature and another instantaneously.

Fell Drain

A fell draining spell bestows a negative level on any creature it deals damage to. These negative levels vanish after a number of hours equal to your caster level (maximum 15). A fell draining spell uses up a spell slot two levels higher than the spell's actual level.

Kyuss' Artifacts

These two artifacts have been associated with Kyuss since his transformation into a god. A character who claims either as his own finds himself slowly changing alignment to neutral evil, and eventually becomes convinced he is Kyuss himself.

Cowl of the Wormgod: This ragged brown robe grants a +6 enhancement bonus to the wearer's Intelligence, Wisdom, and Charisma scores, a +5 resistance bonus to all saving throws, and a +8 armor bonus to armor class.

Mace of Kyuss: This dreadful weapon functions as a *+5 vorpal unholy vicious executioner's mace.*

Frightful Presence (Su) When Kyuss engulfs a victim, witnesses must make a DC 41 Will save. Those who make the save are shaken. Those who fail by 5 or fewer points are frightened. Those who fail by 6 to 10 points are panicked. Those who fail by 11 or more points are cowering. All of these conditions last for 1d4 rounds. Those who have already seen the engulf attack gain a +5 bonus on the save, but the current victim of the engulf attack take a –5 penalty on this save.

Ignore Hardness (Ex) Once a day , Kyuss can attack an object and ignore its hardness rating.

Necromantic Prowess (Ex) Kyuss's effective caster level gains a +4 bonus when he rebukes undead, casts a necromancy spell, or uses a spell-like ability that mimics a necromancy spell.

Negative Energy Affinity (Ex) Negative energy cures Kyuss of damage as if he were an undead creature. Likewise, healing magic damages him as if he were undead.

Portfolio Sense (Su) Kyuss automatically senses any event related to the creation of undead, worms, decay, or the corruption of flesh that involves one thousand or more people. When he senses such events, he merely knows that the event is occurring and where it is; he receives no sensory information about the event until he uses remote sensing to observe it.

Remote Communication (Su) As a standard action, Kyuss can speak to any of his worshipers or to any other creature within a mile of where he can use remote sensing. This can be a telepathic message only one creature can hear or a great booming voice. All characters who receive these communications find their ears, hair, and clothes to be suddenly infested with disgusting (but harmless) green worms. This ability can cross planar boundaries.

Remote Sensing (Su) As a standard action, Kyuss can perceive everything within a radius of one mile around any of his worshipers, holy sites, or other objects or locales sacred to him. He may also center this supernatural effect on any place where someone speaks his name, for up to 1 hour after the name is spoken, and at any location when an event related to the creation of undead, decaying bodies, worms, or unholy corruption of the flesh occurs. This ability can cross planes and penetrate any mortal barrier, but cannot penetrate areas blocked by more powerful deities. Remote sensing is not fooled by *misdirection*, *nondetection*, or similar spells, and does not create a magical sensor that other creatures can detect. Kyuss can still sense what's going on nearby when he uses this ability, and may observe up to two remote locations at once.

Spontaneous Casting (Ex) Kyuss can spontaneously cast any cleric spell. His prepared cleric spells are still listed above, in the event that he drops to divine rank 0 (and thus may only cast prepared spells).

Teleportation (Sp) Outside of Manzorian's *dimensional lock*, Kyuss can use *greater teleport* as a spell-like ability at will, at caster level 20th. He can transport up to 100 pounds of objects with him when he teleports.

Zone of Desecration (Su) Kyuss exudes a 140-foot-radius zone identical to the effects of *desecrate*, except that it affects only allied undead.

Tito Leati lives, works, and teaches Italian in Ireland. His response to learning his adventures have been translated back to his native tongue for the Italian translation of Dungeon *is as follows: "As with many exiled Italians from history, my countrymen are finally starting to appreciate me now that I'm not there anymore."*

RUNNING “DAWN OF A NEW AGE” IN EBERRON

by Keith Baker

“Dawn of a New Age” is the final chapter in the Age of Worms. The Lords of Dust stand on the verge of victory, as the Wormgod—the union of the necromancer Kyuss and the overlord Katashka—is finally released onto the world.

As it is the culmination of all that has gone before, little direct conversion needs to be done; DMs should refer to the previous conversion notes, especially the sidebar for “The Prince of Redhand.” However, there are a few important things to consider.

Epic Power

In the Eberron *Campaign Setting*, characters of epic power are rare. Beings with this level of power exist, but they are mostly dragons, outsiders, and other creatures who stay hidden in the shadows. As the PCs rise to 20th-level and above, they are taking their place among the legends of Khorvaire. This has no mechanical impact on the adventure; it’s simply a matter of presentation. Common folk will be rightfully awed by the powers wielded by the PCs. Ninth-level spells, artifacts—these are things people know only from legends, and the sight of a meteor swarm should inspire awe and amazement. The DM should emphasize the truly heroic stature of the PCs, and the fact that they are carving out a place in history with their actions.

Manzorian and his Chamber

As mentioned in the conversion notes for “The Champion’s Belt,” Manzorian is a dragon and agent of the Chamber, a representative of the mighty nations of Argonnessen. It is possible that he will reveal his allegiance, or that PCs will determine his true nature through magic or cunning. If this comes to pass, PCs may rightfully ask why the dragons don’t bring the full force of Argonnessen to bear against the rise of the Wormgod. Manzorian replies that the affairs of dragons are never easy to understand. The Chamber has debated the matter, studying the tangled threads of the Draconic Prophecy, and by majority vote has decided to let the Age of Worms come to pass. It will cause terror and devastation among the nations of Khorvaire, but centuries from now, it will produce an outcome many of the dragons see as desirable, and worth the loss. Manzorian is one of the few dissenters. He believes that there is another path to the future the dragons seek… but it can only come to pass if the PCs personally face the Wormgod and defeat him. So Manzorian can support the PCs: but the adventurers are the heroes destined to face this challenge, and in the end, they must stand alone.

A Clerical Dispute

The conversion notes for “The Prince of Redhand” equated Dol Dorn to Kord, and the Deep Brethren—a pirate faith combining the worship of the Devourer and the Mockery—to the Church of Hextor. The priesthood of Wee Jas should be replaced with the Watchful Rest, a sect that reveres Aureon and the Keeper. Followers of the Watchful Rest believe that the Keeper claims the souls of heroes and preserves them for a great conflict that lies ahead. High Priestess Almerah Kosen takes this a step farther and claims that she can obtain the favor of the Keeper (and sanctuary from the oblivion of Dolurrh) for those that make suitable offerings. As such, her mercenary behavior in this dispute is fairly typical.

The Death of Kyuss

As an overlord, Katashka cannot be killed, but Kyuss—his anchor to the mortal plane—can be. When Kyuss is killed and the monolith destroyed, Katashka’s essence returns to its dragonshard prison deep beneath the earth, where he was bound in the Age of Demons. He may yet rise again; perhaps Lashonna will become his new avatar in the next millennium. In any case, while the overlord Katashka cannot be destroyed, Kyuss can be slain, and that is sufficient to end the Age of Worms.

Aftermath

Previous conversion notes have placed Redhand in the Lhazaar Principalities. The contest of champions has precedent in the politics of the Principalities, and with their epic power, the PCs should have little trouble securing their claim… especially given the gratitude of the common folk toward their saviors. The adventurers will have to learn the political currents of the Principalities. They will find a new game afoot, where they may be on an equal footing with Kaius and Boranel and approached by the emissaries of dragonmarked houses and Inspired ambassadors. It’s not a life for every adventurer, but it is a chance to explore a new side of Eberron. And should the Last War begin once more, every king will want the heroes of Redhand at his side!

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RUNNING "DAWN OF A NEW AGE" IN THE FORGOTTEN REALMS

by Eric L. Boyd

Conversion notes for Agath Harpell (Agath of Thrunch), Bane (Hextor), djinni (vaati), Kelemvor (Wee Jas), Longsaddle (Magepoint), Malchor Harpell (Manzorian), Mintarn (Alhaster), Myrkul (Vecna), Shattered Scepter of Calim (Rod of Seven Parts), and Tempus (Kord) have already been mentioned in conversion sidebars for earlier adventures in the adventure path.

Tomb of Horrors

The Tomb of Horrors lies in the depths of the Marsh of Chelimber (Vast Swamp).

Jergal's Plot

As noted earlier, the Realms conversion of the Age of Worms has a meta-plot, touched on most strongly in the Realms conversion of "The Spire of Long Shadows." As this adventure begins and the PCs return to Longsaddle, have Malchor Harpell inform them of two disturbing reports. In the waters off the coast of Waterdeep, a colossal undead creature, infested with green worms, has formed from the dust of Myrkul's avatar, which formerly littered the sea floor west of Mount Waterdeep. Downstream of Boareskyr Bridge, a colossal water elemental dripping with green worms, has formed from the eternally poisoned waters downstream of Boareskyr Bridge. Both avatars are leaving wide swaths of death and destruction in their wake. Malchor Harpell does not know how these manifestations tie in to the return of the Wormgod, but the PC who received the secondary visions in "The Spire of Long Shadows" likely has a very good idea.

What If They Fail?

If the PCs fail to slay Kyuss, the Age of Worms unfolds as outlined in the adventure. However, reports soon surface that followers of Bane, Bhaal, and Myrkul have begun openly serving the Wormgod. If you continue the campaign, the church of Bane grows in power in strength, while the churches of Bhaal and Myrkul undergo a rapid resurgence. The churches of other gods begin to fade, as their followers abandon them in droves. After several months, the four churches begin to speak of Jergal as the Overgod of Death. The church of Jergal begins to grow rapidly, and Bane, Bhaal, Kyuss, and Myrkul are openly referred to as his Four Horsemen. The Age of Worms consumes the FORGOTTEN REALMS.

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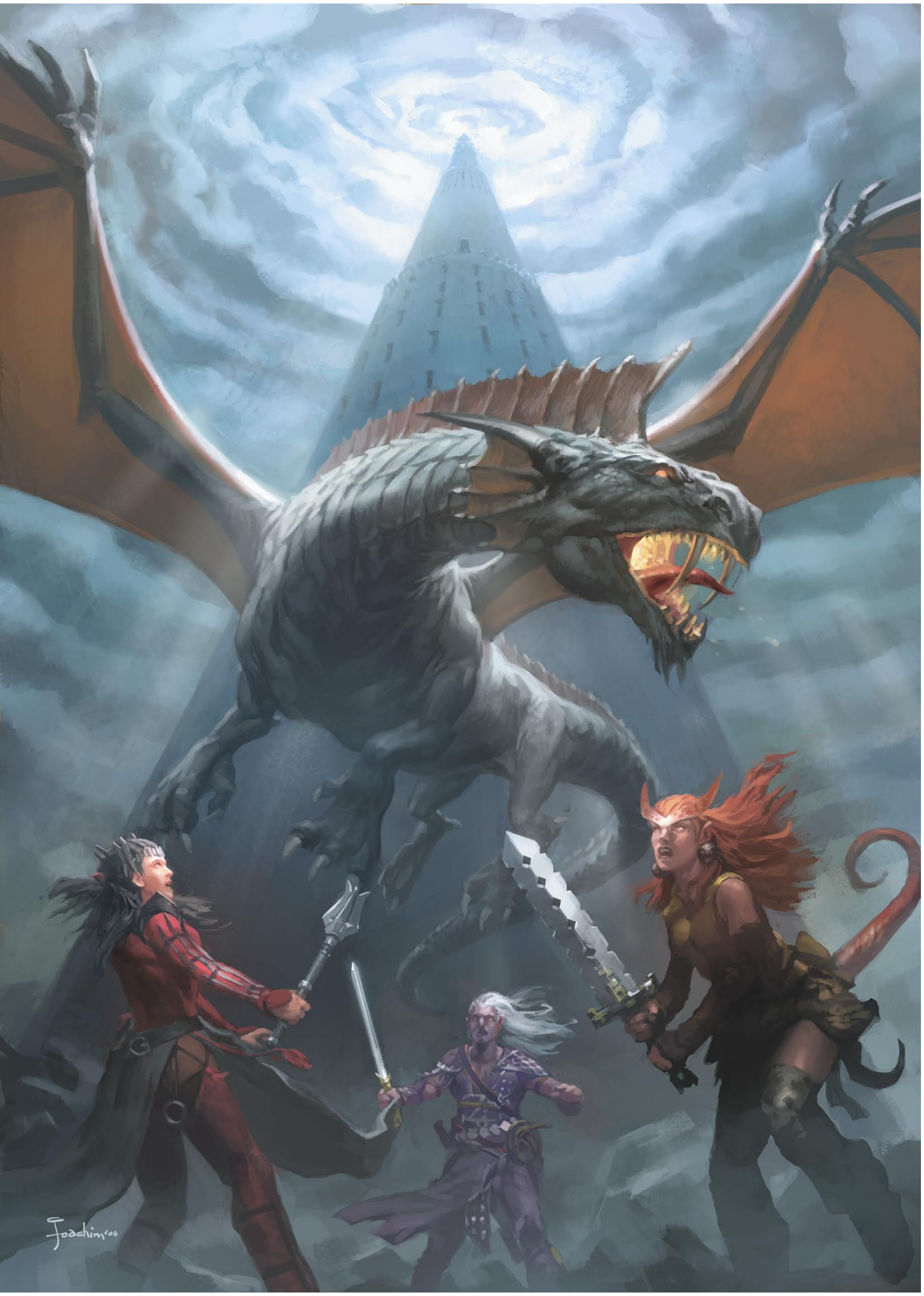

Joachim Barrum

DAWN OF A NEW AGE

by Tito Leati

Alhaster is in flames, choking on the poison mists of the Wormgod's first tentative breaths on the Material Plane. The Age of Worms has begun, and unless the PCs can kill a god, this new age will be dark indeed. An Age of Worms Adventure Path finale scenario for 20th-level characters.

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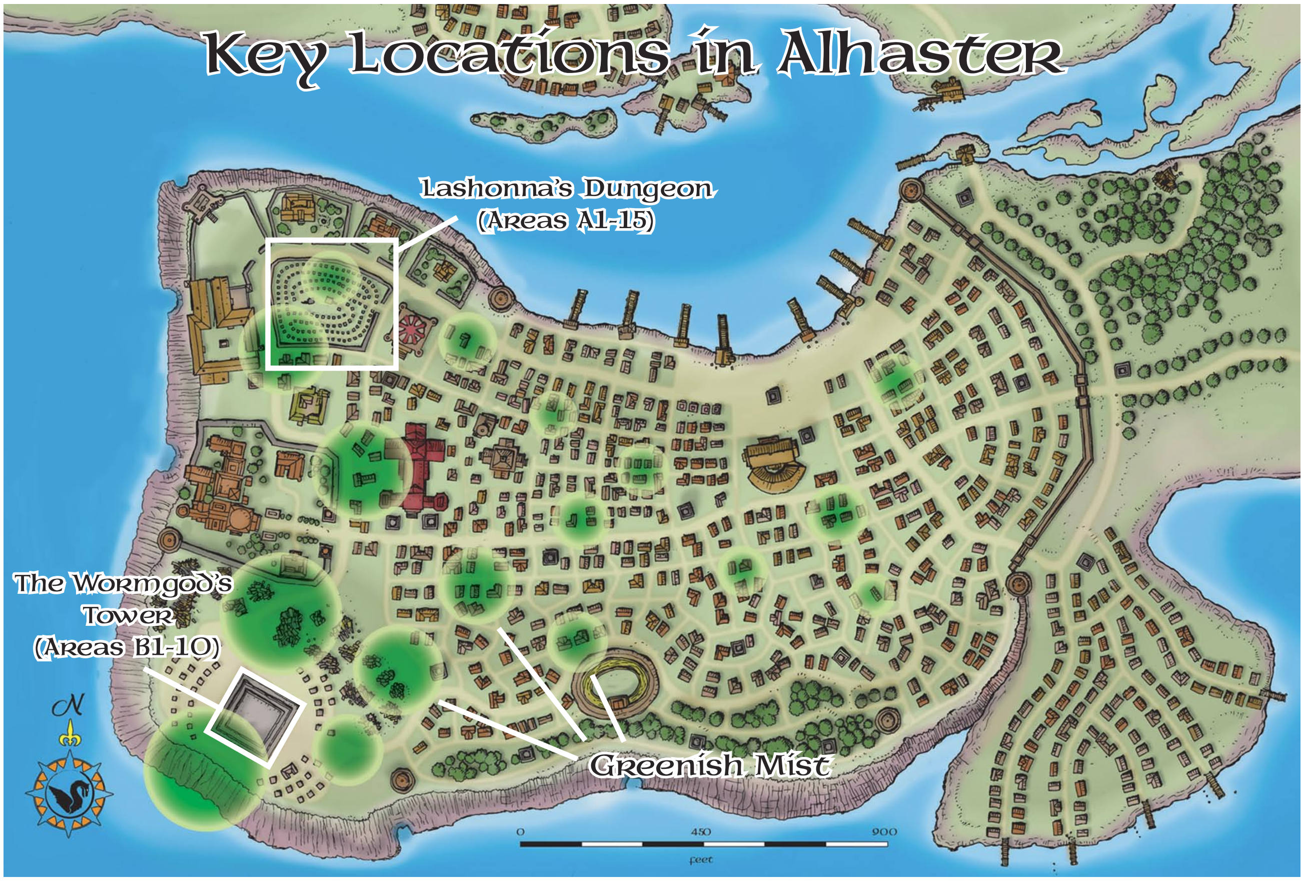
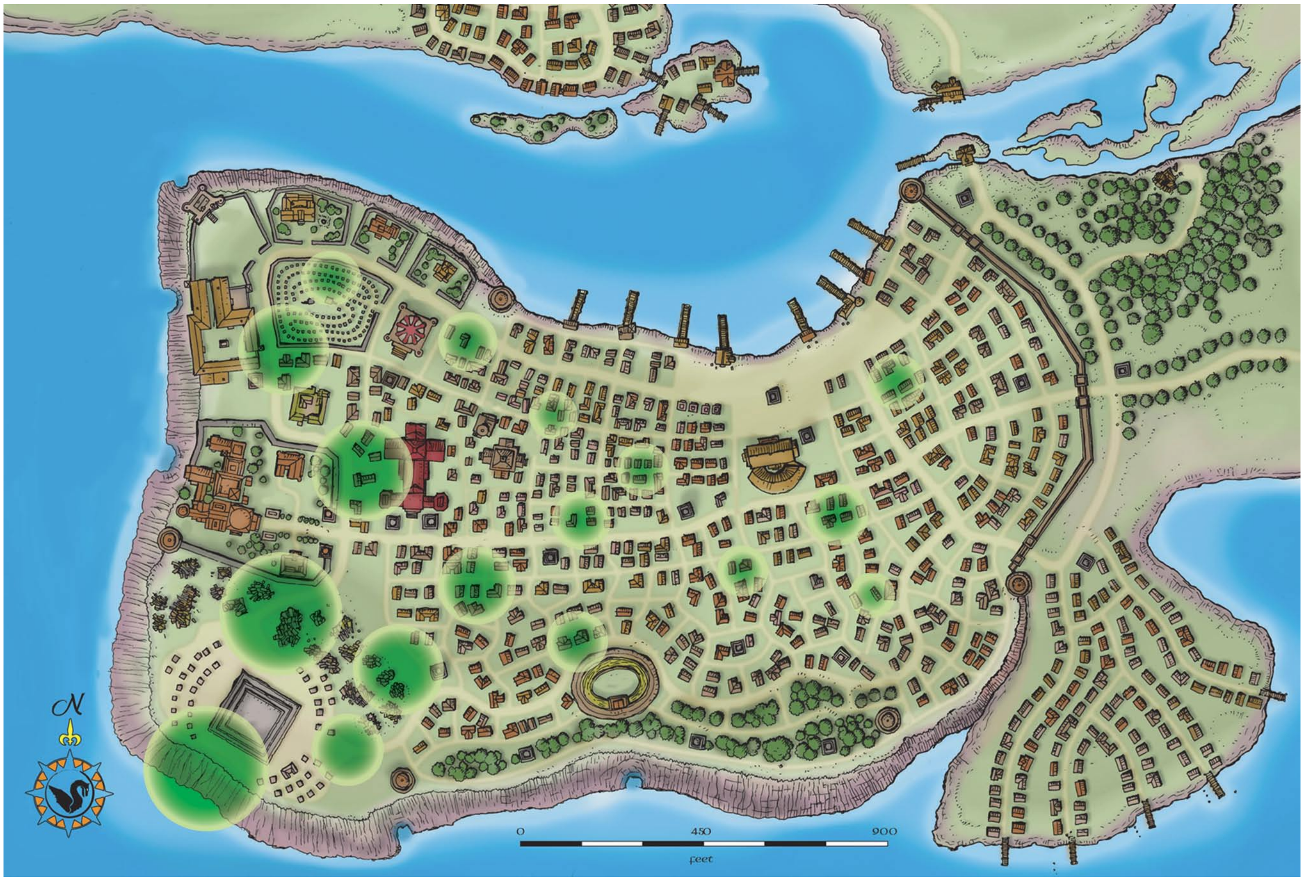

Key Locations in Alhaster
Lashonna's Dungeon
(Areas A1-15)
The Wormgod's
Tower
(Areas B1-10)
Greenish Mist
N
0
450
900
feet

Robert Lazzaretti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feet

Robert Lazzaretti

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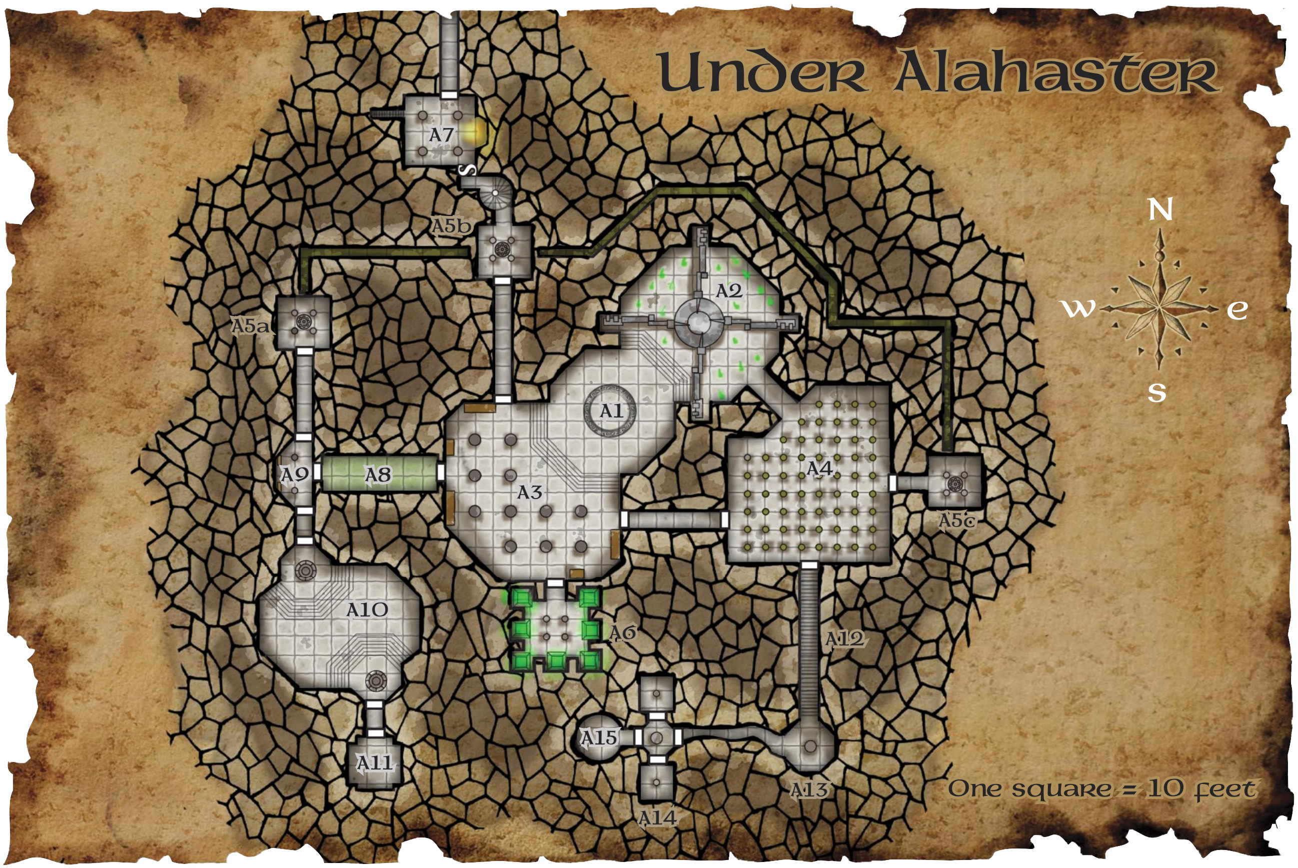
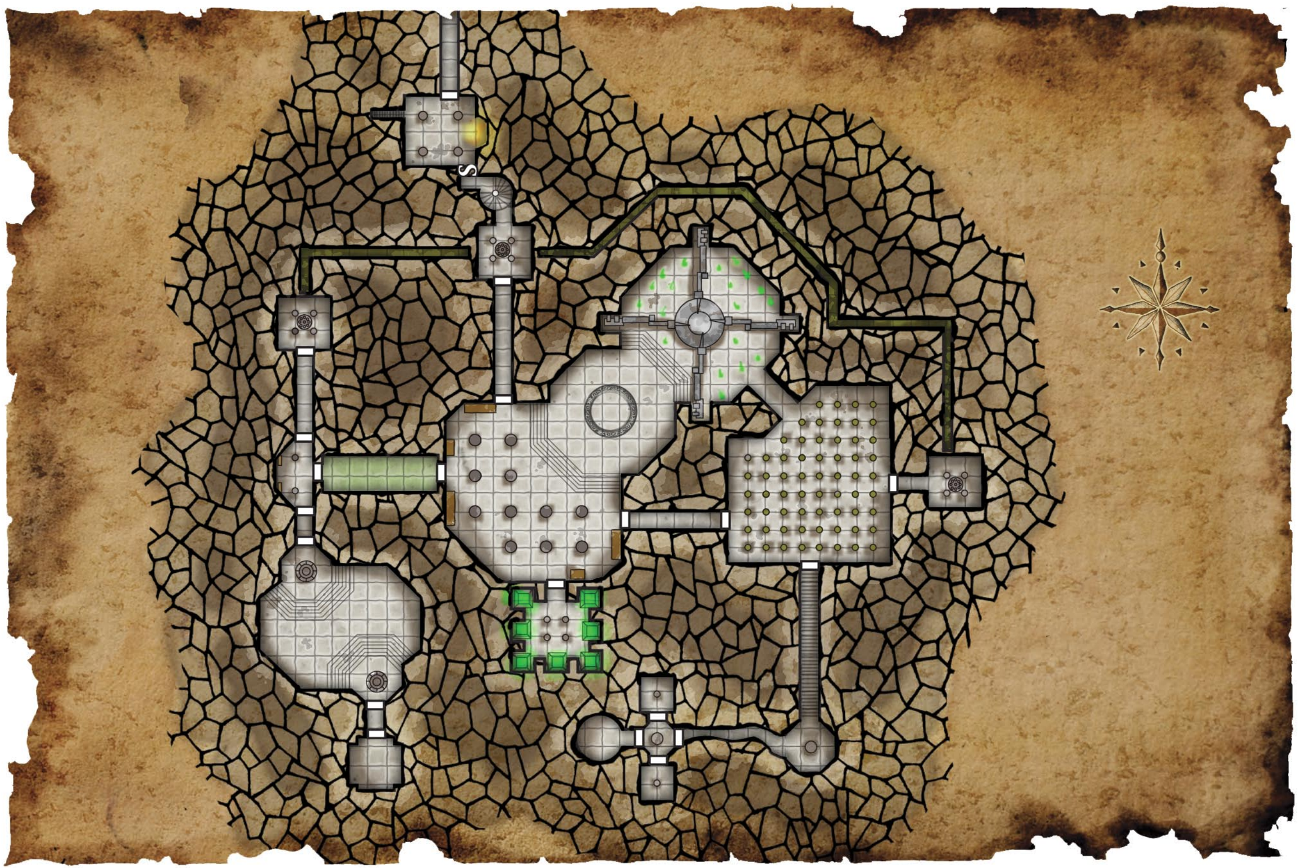

Under Alahaster
N
w
e
s
A7
S
A5b
A5a
A2
A1
A9
A8
A3
A4
A5c
A10
A6
A12
A15
A11
A13
A14
One square = 10 feet

Robert Lazzaretti



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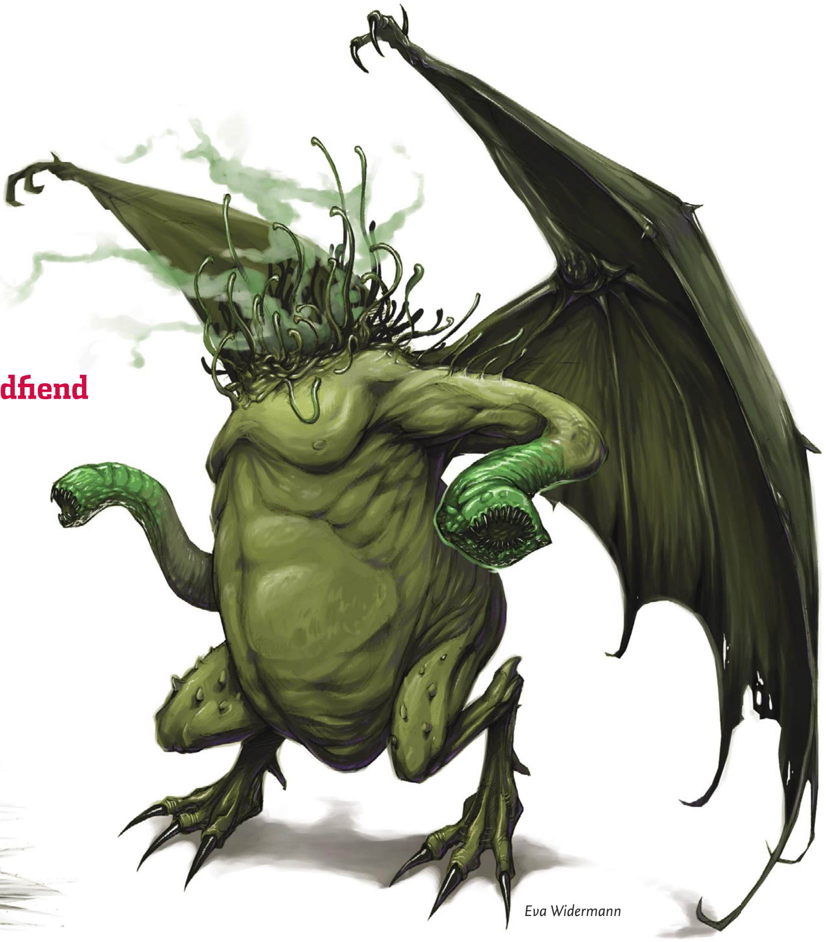
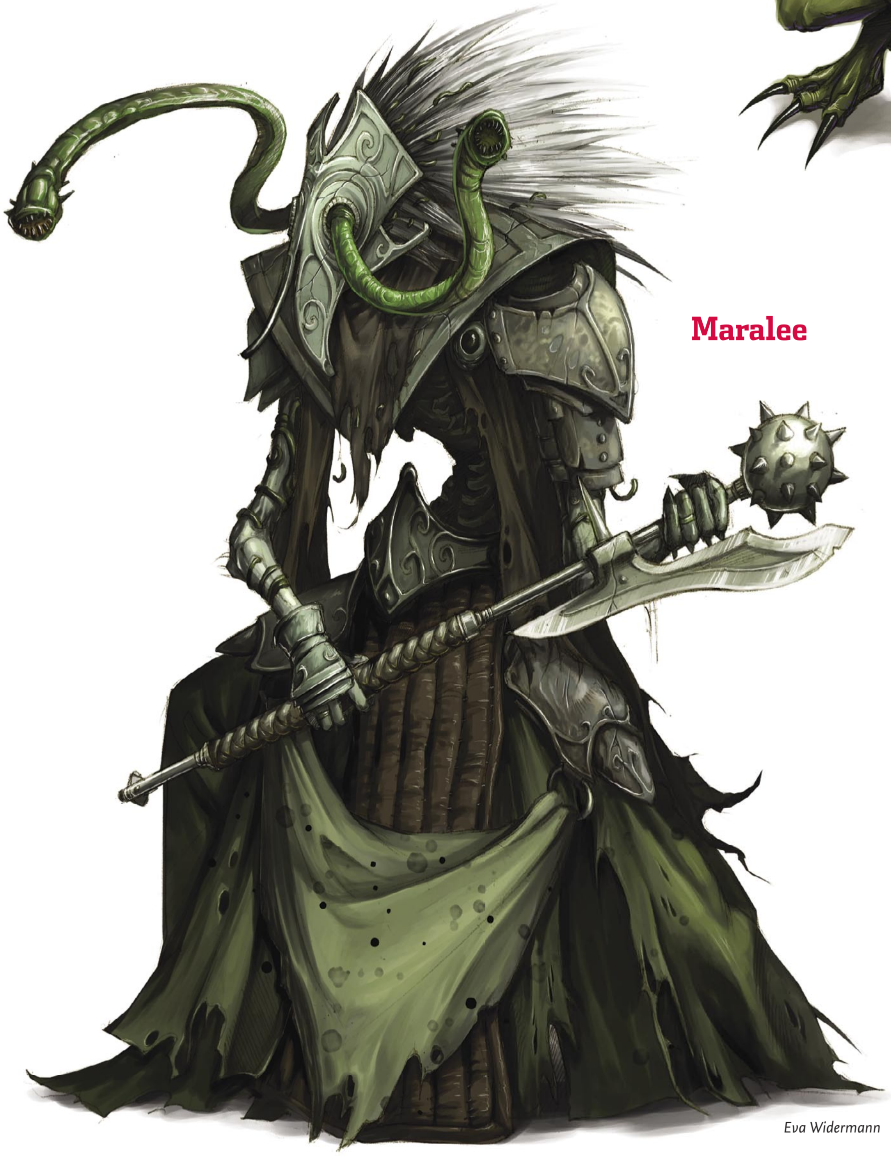


Broodfiend

Eva Widermann



Maralee

Eva Widermann

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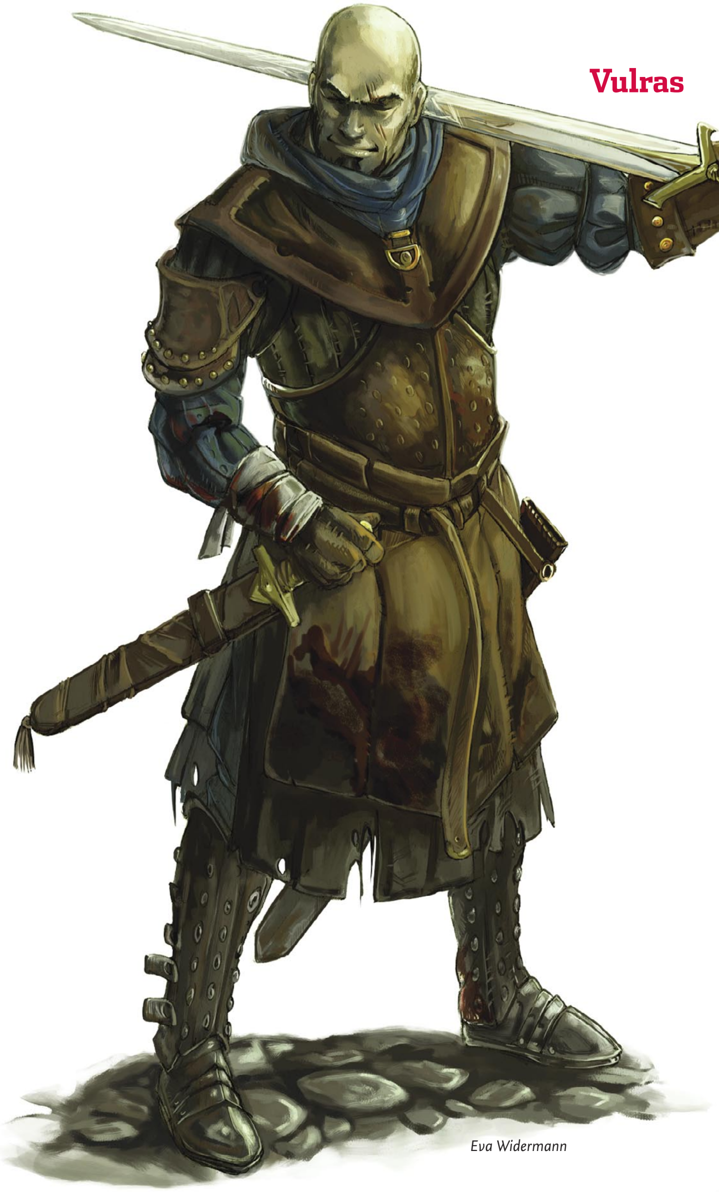
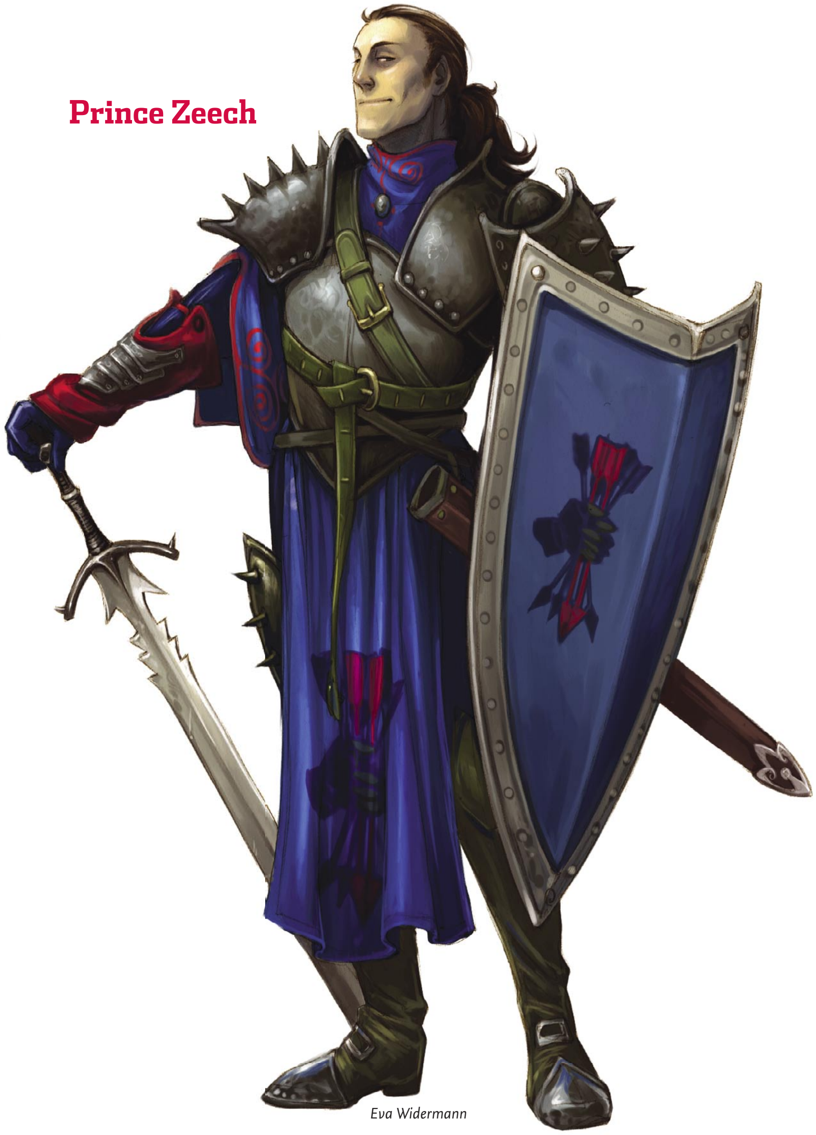
Vulras


Eva Widermann

Prince Zeech


Eva Widermann

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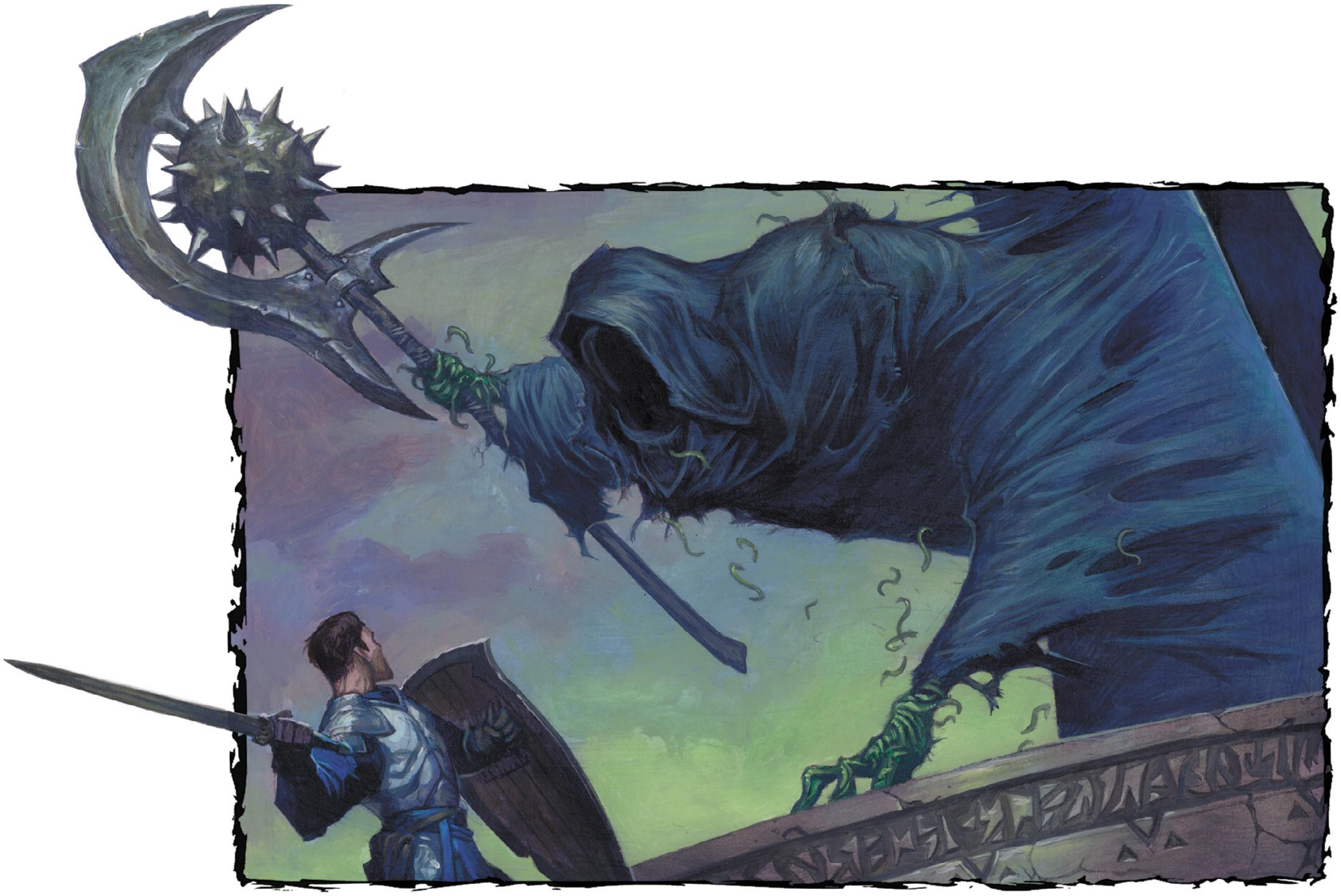
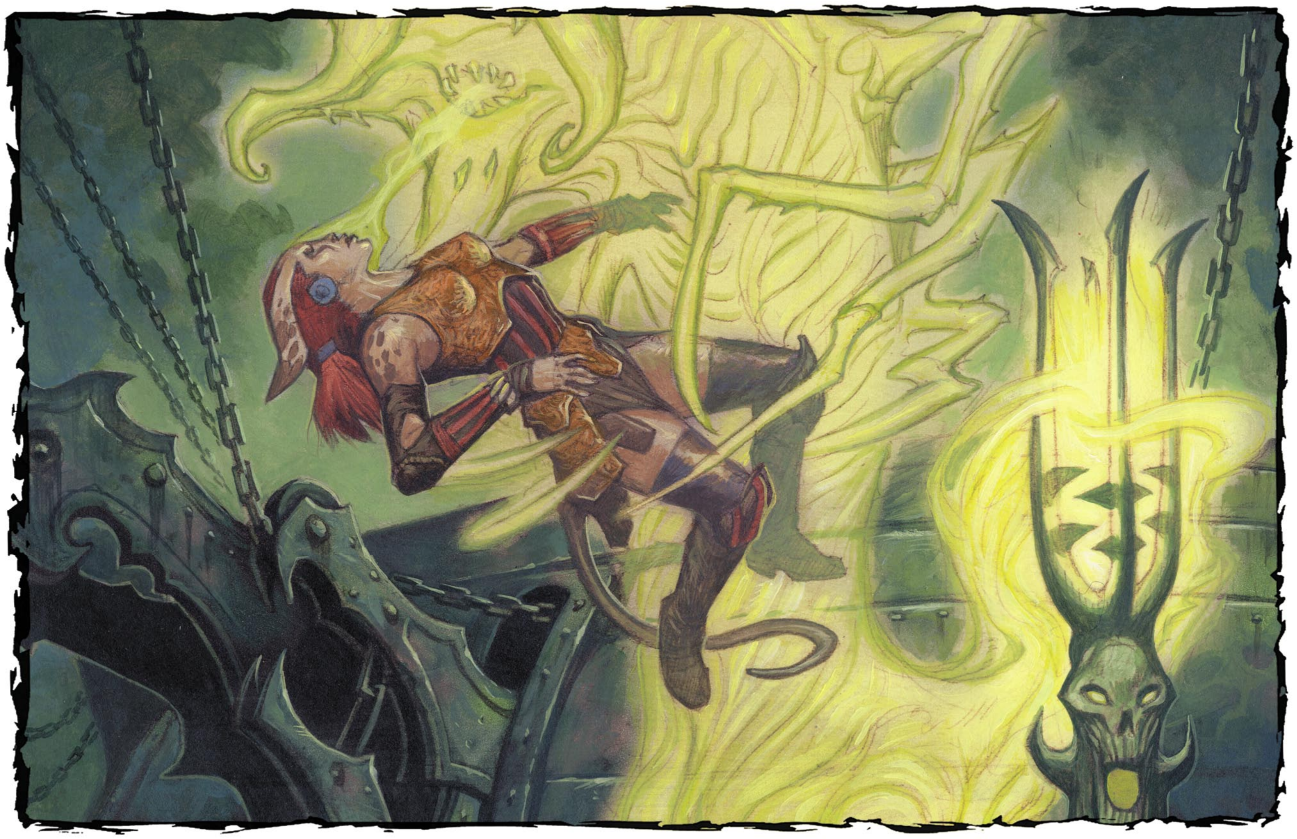


Steve Prescott



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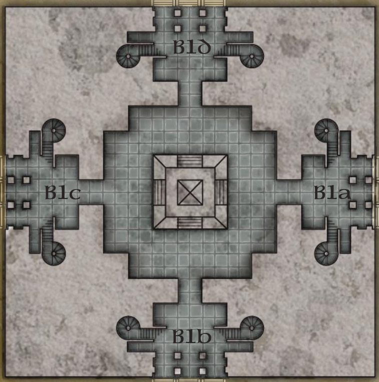
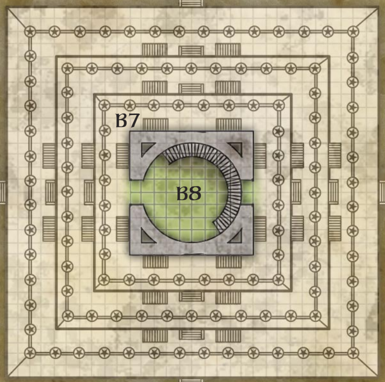
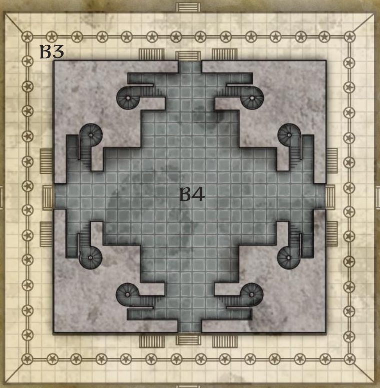
The Wormgod's Tower



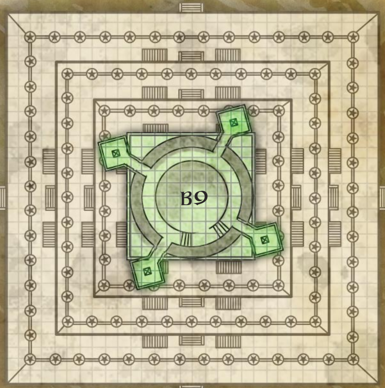
Base of the Tower
(at ground level)



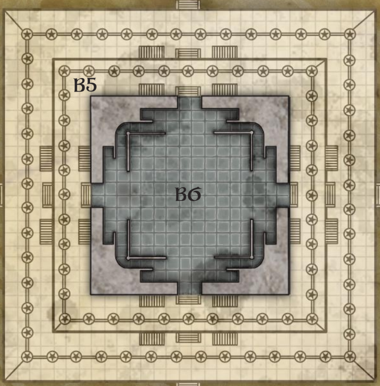
Base of the Spire
(150 ft height)



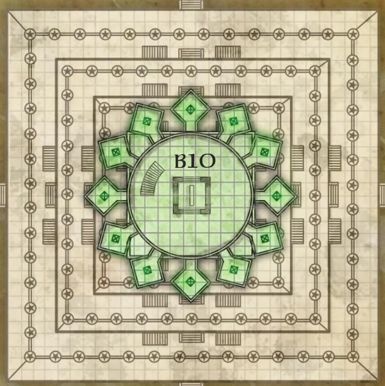
Second Tier of the Tower
(50 ft height)



Typical Section of the Spire
(lowermost of 12 levels)



Third Tier of the Tower
(100 ft height)



Top View

Robert Lazzaretti

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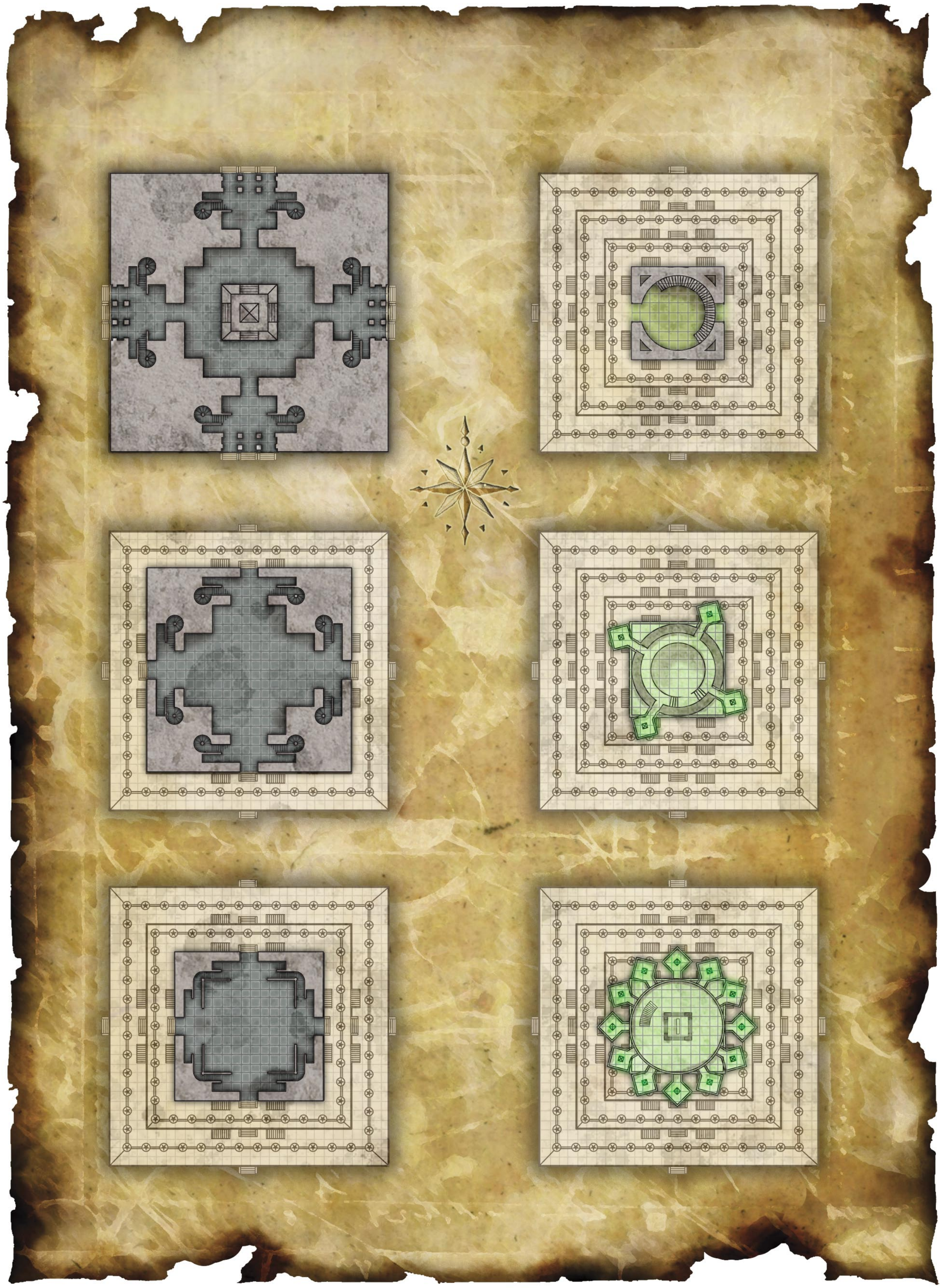

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AGE OF WORMS

by Jason Bulmahn • illustraed by Wayne Reynolds • cartography by Kyle Hunter

Wormfood

SURVIVING THE AGE OF WORMS ADVENTURE PATH

While the pages of DUNGEON magazine present everything the DM needs to run the Age of Worms Adventure Path, every month DRAGON gives the players of that—or any other campaign—tools to enhance their gaming experience.

Having a home is important for any band of adventurers. Critical to planning future quests, stashing valuables, and recuperating from injury, a home is more than just another way to spend hard-earned gold. It is often mandatory. Frequently, characters stay at an inn or rough it in the wild. Presented here is an inexpensive opportunity for a more permanent dwelling.

Located on the outskirts of the Diamond Lake community, a ruined mine office and dwelling sits unoccupied, without an owner. This crumbling office is the site of the PCs' first meeting in "The Whispering Cairn" (appearing in DUNGEON #124). The previous owner of the building, the mining manager Ulgo Fant, abandoned the place more than fifty years ago when his mine ran dry. When he died over a decade ago, the property was left without an owner. Few have bothered to visit this wreck since its abandonment. Young children from the town often come up to the building on a dare and a few years back an inexperienced thief took up residence here before moving on to more lucrative trade routes.

This building can easily be imported into any campaign. If set within a city, it was owned by a merchant and his family who moved on years ago for unexplained reasons. In this case, the local land office would be more than happy to turn over the building to anyone willing to repair it (perhaps for a small fee).

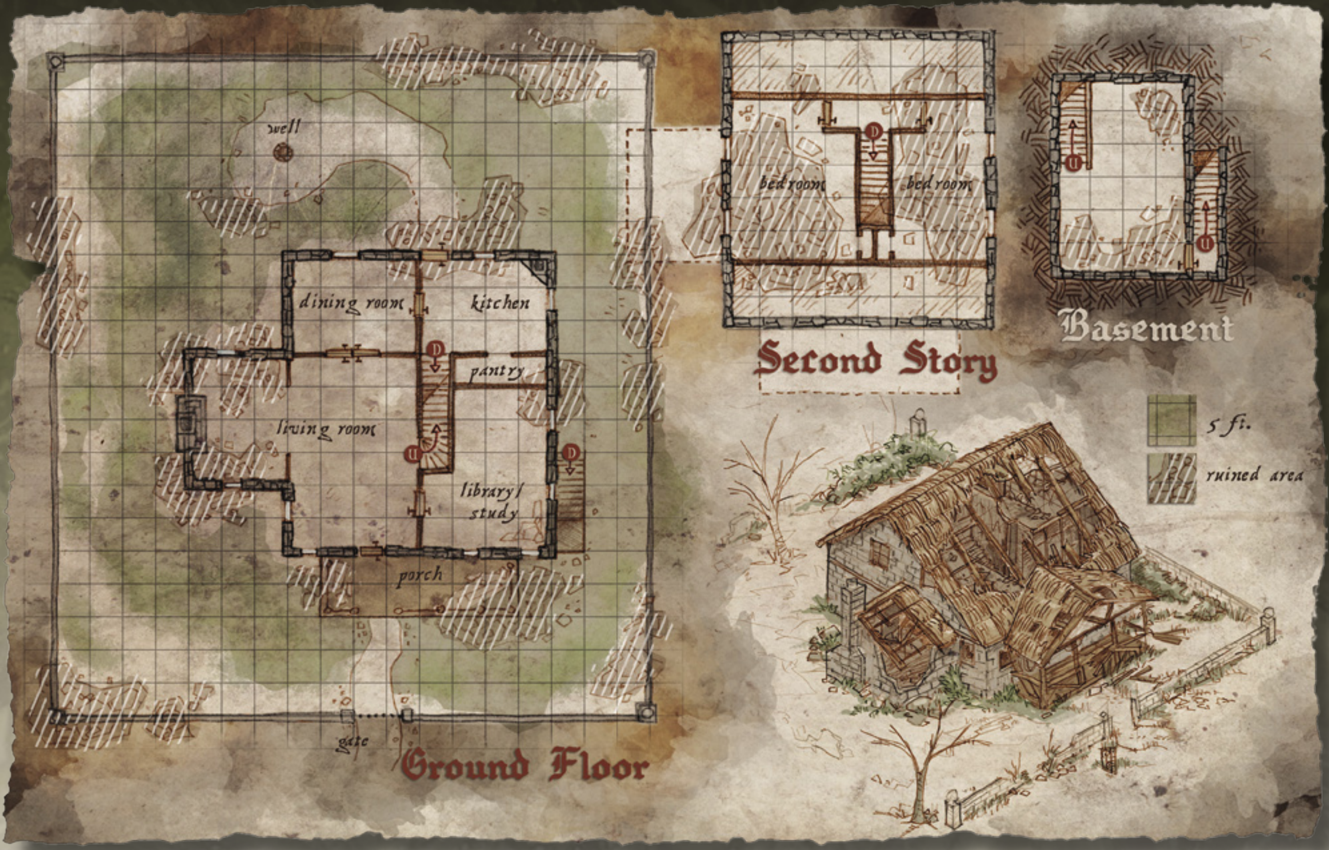
THE YARD

A modest dwelling squats upon the crown of a small hill. While the rough stone walls of the first floor look mostly intact, the second floor has completely collapsed. A half height wall rings the house, but it too is in a state of severe disrepair. Rubble and dense weeds choke the yard.

The entire yard is considered difficult terrain except for the small path leading up to the building. Clearing the yard requires 20 total hours of work and makes the yard normal terrain. Behind the building, a stone well rises up out of the weeds. Although the bucket is gone, the water is clean, if a bit brackish. In the back, the remains of a wooden outhouse lie in an unrecognizable heap. Rebuilding the small structure requires DC 10 Craft (carpentry) skill checks until the value of the completed structure reaches 20 gp. There is no cost for this construction as all the raw materials are present.

THE BUILDING

Made of smooth stone blocks, this building stands in shambles. Thick vines creep up the side and most of the windows are broken. The front door hangs open, barely on its hinges, under a sagging and partially collapsed porch.



Part of the front porch has collapsed, but it still allows entry to the building. The two exterior doors are damaged but are still sound and easily repaired with an hour's worth of work and a successful DC 15 Craft (carpentry) skill check. The locks on the doors are rusted beyond repair and must be replaced (see page 128 of the *Player's Handbook* for prices). The walls and doors have the following statistics.

Wooden Doors: 1-1/2 in. thick; hardness 5; hp 15; Break DC 18.

Stone Walls: 1 ft. thick; hardness 8; hp 90; Break DC 35; Climb DC 20 (15 with vines).

Clearing the debris from around the building and the second floor requires a total of 40 hours of work. Most of this debris is still suitable for repairing the building and offsets much of the cost. Repairing the outer structure of the building requires DC 15 Craft (stoneworking) skill checks until the value of the completed structure reaches 200 gp. This repairs all the walls on the first floor, including those in the living room and the porch. The second floor requires much more work and is completed when the value of the structure reaches 500 gp. This construction requires only 1 gp of raw material for every 10 gp of construction completed if the present materials are used (as opposed to half the cost).

CRAFT 101

Although the mechanics are fully detailed in the Player's Handbook, few make use of the Craft skill. However, for the purposes of this article, familiarity with this oft-overlooked skill is vital.

Craft skill checks can be made in one of two ways, depending upon the time available. If the check is made at the end of one week's work, the result times the DC equals the amount of work completed in terms of sp. If instead the check is made at the end of one day, the amount of work completed equals the check result times the DC in cp. The work is completed when its total value is reached. Multiple characters can contribute to this work. If the skill check is less than the DC then no progress is made in that time. If the skill check fails by 5 or more, half of the raw materials are ruined and you have to pay that cost again. In this case, such a loss equals half the cost of the construction to be completed (even if no raw material costs were required).

The windows cannot be repaired and must be either boarded over or replaced. Replacing a window costs 2 gp and 1 hour of work for each window.

THE INTERIOR

Small mounds of debris litter the floor of the building's interior. Loose stones, dead weeds, and grime cover virtually every surface. Paintings must have once adorned the place as indicated by the particular stain patterns marring the walls. The only light comes from thin shafts sneaking in from outside illuminating clouds of dust dancing through the stale air.

CAN'T SOMEONE ELSE DO IT?

To avoid spending valuable adventuring time on construction, you might want to hire others to clean up and repair the building. Listed below is each individual task, the cost to hire an expert to do it, and the amount of work an expert can do in one day (in hours for tasks that do not require Craft checks and in terms of sp completed for those that do). Where skill checks are needed, the expert is assumed to have a +8 bonus on the check.

Task	Expert	Cost per Day	Amount per day
Cleaning the yard	Laborer	1 sp	8 hours per day
Rebuilding the outhouse	Carpenter (craftperson)	3 sp	18 sp per day
Clear the debris	Laborer	1 sp	8 hours per day
Fixing the first floor	Stone carver (craftperson)	3 sp	27 sp per day
Fixing the second floor	Stone carver (craftperson)	3 sp	27 sp per day
Cleaning the interior	Laborer	1 sp	8 hours per day
Renovating the first floor	Limner	6 sp	8 hours per day
Renovating the second floor	Carpenter (craftperson)	3 sp	27 sp per day

Adding an architect to this process costs an additional 5 sp per day, but increases the amount of work performed each day by stone carvers (to 30 sp per day) and carpenters (to 20 sp for the first floor and 30 sp for the second floor per day).

Generally, no more than six carpenters and eight stone carvers are available at any one time to work on a project of this size. Assuming that the maximum number of craftsmen are hired along with an architect, a limner, and a laborer, the reconstruction requires 21 days worth of work at a cost of 87.5 gp for the experts alone. This is in addition to any costs for raw material (roughly 400 gp depending upon the construction options chosen).

The first floor of the manor consists of five chambers. The largest of these is the living room, part of which has completely collapsed. Directly to the right of the living room space is what was once an office. The bookshelves and desk have thoroughly rotted and what few tomes and mine maps remain are ruined and illegible. Adjoining the living room is a sizable dining room. Any furniture that remains in the room is completely soiled and worthless. The kitchen contains an actual fire pit, but the chimney is blocked and must be cleared before it can be used. The pantry, attached to the kitchen, has a number of empty and broken shelves along with two empty barrels. A staircase in the living room is choked with debris and leads to the remains of the second floor. Another in the kitchen leads to a crude cellar.

The second floor of the manor is in complete ruins. Although there is no roof in its current state, the floor above prevents most of the rainwater from leaking into the first floor.

The cellar is partially collapsed, but stable at the current time. Along one wall, a crumbling wine rack still stands, although others have already plundered it, leaving a pile of empty and broken bottles at its base.

The interior can be cleared of debris with 20 hours of work. The first floor can then be renovated with an additional 40 hours of work and 50 gp in supplies (paint, replacement floor boards, and plaster). Renovating the interior of the second floor requires successful DC 15 Craft (carpentry) skill checks until the value of the construction reaches 200 gp. Since the damage here is so extreme, the PCs must pay half the construction value for raw materials.

Stocking the manor with the appropriate furniture and necessary supplies requires 200 gp. This cost includes beds, chairs, rugs, tables, and kitchen supplies. This makes the place basically functional and comfortable enough for complete bed rest (see natural healing on page 146 of the *Player's Handbook*). Increasing this expenditure to 1,000 gp along with repairing the rest of the structure as noted earlier, gives the owners a +2 circumstance bonus on Diplomacy and Intimidate checks made inside against those impressed by wealth (typically the poor and merchant classes).

USES FOR THE DM

PCs with an established base offer a number of opportunities for future adventure. While giving the characters a use for Craft skills, a home also ties them to a location, giving them a stake in the town and a focus for their efforts.

The manor presented here also opens up a number of options for side plots and can act as a springboard for entire adventures. The deed to the property could be located elsewhere, requiring the PCs to go pick it up. A group of monsters moves into the area, forcing the PCs to deal with the problem. Maybe one of the maps in the office is not as crumbled as the others and contains an odd set of runes. What is buried under the collapsed part of the cellar? Might it be one of the former occupants or was it sealed on purpose, hiding other deeper chambers? The options are endless.

Whatever you decide, giving the PCs a home is a boon to everyone involved, but be careful not to make it a hassle. Too many monster attacks or thieves in the night will ruin the usefulness of a home, turning a focal point for the group into a burden not easily disposed of.

Next month: "Worm Food Part 2: Shopping at Taggin's General Store."

AGE OF WORMS

by F. Wesley Schneider • illustrated by Eva Widermann

Wormfood

SURVIVING THE AGE OF WORMS ADVENTURE PATH

While the pages of *Dungeon* magazine present everything a DM needs to run the Age of Worms Adventure Path, every month *Dragon* gives the players of that—or any other campaign—tools to enhance their gaming experience.

Nearly every adventurer's career relies greatly on trade, the buying and selling that makes up the preparation for any adventure and the payoff afterward. Diamond Lake, the starting town of the Age of Worms Adventure Path, affords PCs a wealth of distinctive opportunities for such business. The goods presented here are representative of those that might be found in Diamond Lake or any other mining community and serve as examples of items that help to make a setting truly unique.

THE BASICS

Someone has to keep the folk of Diamond Lake supplied in their daily ventures—legitimate or otherwise—and Taggin, owner of the town's largest general store, gladly provides... regardless of the cost to his customers.

Despite the town's lawlessness, most of Diamond Lake's people share the same wants and needs as those of any other small community. Yet, being a mining town first and foremost, certain goods—rare in other settlements—are readily found here among more standard supplies.

Those shopping about Diamond Lake should have little trouble finding any common piece of adventuring gear, special substance, or tool described in the *Player's Handbook,* as long as it costs less than 40 gp. Arms and armor are also available, although the prices of these rarely rise above 200 gp. While it's unlikely that the general store would carry such warlike wares, The Captain's Blade, Venelle's, and other vendors detailed in "Backdrop: Diamond Lake" in *Dungeon* #124 do. Rarer items (like thunderstones or hourglasses) also aren't readily available from the general store but nearly anything can be imported from the nearby Free City. The transit of such items commonly takes at least a week, but there is rarely an additional mark-up. Items uncommon even in the Free City, such as poisons, spell components, and special materials (like cold iron), can be requested, but include at least a 15% up-charge.

Besides the basic supplies, numerous mining-related items from the *Arms and Equipment Guide* regularly appear in the shops and stalls of Diamond Lake. Most notable among these goods are assenders/sliders, fog-cutter lanterns, folding saws, mess kits, metal tongs, percolators, pulleys, tarps, and winches. Some alchemical items might also be available, such as stonebreaker acid, clearbreath, longbreath, and vermin bane, but at prices 20% higher than those listed.

Numerous items unique to Diamond Lake, or towns like it, also regularly appear scattered amid the more common staples and supplies:

Breathing Masks: To avoid the hacking conclusion of black lung or grinders disease, many miners wear breathing masks: cloth face and nose covers filled with linen strips and thick leaves, tied behind the head with a leather strap. Wearing a breathing mask provides a +1 circumstance bonus on saves made against inhaled poisons. Diamond Lake's general store provides breathing masks, as do several of the mine managers—the more heartless of them charging an exorbitant price.

Canaries: An infamous ever-twittering feature of Taggin's general store also affords miners some comfort in their daily labors. An over-packed, 6-foot cube of chicken wire and twigs contains a heavily-ruffled flock of canaries. Taggin maintains a firm policy of charging customers not merely for the birds they intend to purchase, but for every canary they release from the cage. Canaries possess the same statistics as thrushes (found on page 203 of the *Dungeon Master's Guide*), except that their Constitution scores are merely 1 and thus their Fortitude saves are made at a –3 penalty. Miners regularly carry canaries in small cages into the mines with them , hoping that

any poisons in the air affect their bird first and warn them of danger.

Maps: Characters interested in obtaining maps of Diamond Lake or the surrounding area might purchase them from the garrison's Chief Cartographer, Dietrik Cicaeda, for 5 sp. Dietrik also possesses maps of greater detail, noting ownership and the boundaries between land claims dating back nearly 80 years. He might be convinced to make copies of these originals or sell his backup copies for 2 gp.

Mining Helmet: These metal skullcaps have slight brims and tiny lanterns affixed to the fronts. Such helmets provide wearers with a +1 armor bonus against falling rocks (such as from the traps detailed in Chapter 2 of the *Dungeon Master's Guide*). These helmets only aid a character's Armor Class in the case of falling rocks and otherwise do not affect AC. The lantern on a miner's helmet sheds bright illumination to a radius of 10 feet, shadowy illumination to a radius of 20 feet, and lasts 8 hours per pint of oil.

Mining Outfit: Miners require sturdy clothing capable of protecting them from the bumps and jostles of their daily labor. To supply them, Diamond Lake's general store offers mining outfits for 3 gp. These sets of clothing include a padded shirt, thick pants, a leather poncholike over-tunic, a wide-brimmed leather hat, and a pair of simple goggles.

Pickaxe: Crashing and clapping as they chip away at rock and iron within sweltering mines, pickaxes hardly make useful weapons. Top-heavy and unwieldy, these crude tools are a far cry from the heavy and light picks crafted for military purposes (detailed in the *Player's Handbook*). When used as a weapon, treat a pickaxe as a heavy pick with a –2 penalty on attack rolls.

GOODS IN DIAMOND LAKE

Item	Cost	Weight
Birdcage, small	20 sp	1 lb.
Breathing Mask	6 gp	1/2 lb.
Canary	1 sp	—
Diamond water elixir	40 gp	—
Miner's Hat	1 gp	1 lb.
Miner's Outfit	3 gp	6 lb.
Pickaxe	8 gp	6 lb.
Rockhammer	6 gp	10 lb.
Smelling salts	20 gp	—

FOR DMS

From the ship-swappers and parrot vendors of seaside towns to the carriage makers and personal jewelers of the most bustling cities, a settlement's merchandise sets a theme faster than any other description. DMs interested in establishing a location as special or unique should consider offering players a variety of unique goods, just as this article does for a typical mining town.

DMs using Diamond Lake or creating a similar community might also want to incorporate minor magic items into the stocks of the town vendors. Being a relatively poor community, only the most minor magic should be available, such as magic items that cost no more than 1,500 gp. DMs should also consider that just because a shop advertises magical goods doesn't mean that an unscrupulous merchant actually sells extraordinary merchandise.

Rockhammer: Little more than chunks of pig-iron affixed to splintering hafts, rockhammers serve miners in breaking apart and molding dense rocks and metals. When put to use on more mobile targets these massive hammers prove incredibly awkward, yet provide passingly destructive effects to warrant their occasional use as weapons. When used as a weapon, treat a rockhammer as a warhammer with a –2 penalty on attack rolls.

SPECIAL GOODS

Amid tides of booze and cloying, aphrodisiac perfumes, the harlots and hucksters of Diamond Lake's most popular saloon, Zalamandra's Emporium, cater to both their guests' dreams and nightmares.

While Taggin's general store provides the folk of Diamond Lake with the best in dried food and mine fashion, the Emporium and other specialty stores cater to more discerning and colorful tastes.

Diamond Water Elixir: An herbal remedy made from local vegetation, salts from the mines, and Diamond Lake's tainted water, this concoction is meant to help cure illness. Local sayings about the medicine rightly claim that drinkers "will feel a lot worse before they feel any better." Despite its name, diamond water elixir is a cloudy brownish mixture. Characters who imbibe a flask of diamond water elixir recover 2 points lost to ability score damage (instead of the usual 1) for that day. However, the user is sickened for 24 hours after consuming this drought. Diamond water elixir is most readily available from the Church of St. Cuthbert, the Bronzewood Lodge, the sage Allustan, or Purple Prose from the Midnight Salute (at double the usual price).

Smelling Salts: Usually contained in small pouches or vials, a few pinches of these acrid white crystals aid in rousing the unconscious. When waved under the nose of a character who has been reduced to negative hit points but is stable, the character may immediately make a percentile roll to become conscious. Normally, the chance of regaining consciousness is only 10%, but when using smelling salts the chance is raised to 30%. Smelling salts can be purchased in Diamond Lake from Benazel the Alchemist or from any inn, restaurant, or tavern keeper for a 20% higher price.

ILLICIT GOODS

Only Diamond Lake's most desperate drink, smoke, and snort at the Feral Dog, where tabs are often settled by picking the pockets of the dead.

From the Midnight Salute to the Feral Dog, pleasures both exotic and gross are mere gold pieces away. Those interested in incorporating these elements into their game should see the *Book of Vile Darkness* and the article "Drunkards & Flagons" in this issue.

Diamond Water Ale: Created and distilled in much the same way as diamond water elixir, this thick, muddy ale has a chokingly hoppy taste (usually riddled with crunchy bits from its imperfect brewing process). Drinking a pint of diamond water ale requires a DC 12 Fortitude save, with those who fail becoming sickened. Sickened drinkers become nauseated, while nauseated drinkers fall unconscious for 1d6 hours. Craft (alchemy) DC: 14. Cost: 8 sp.

Kalamanthis: Perhaps one of Diamond Lake's most notorious claims to fame—a considerable statement—is the plant kalamanthis. A potent narcotic cultivated by the monks of the Twilight Monastery outside Diamond Lake, parts of the kalamanthis plant can be prepared and used in three separate ways: the raw root can be chewed, the leaf can be dried and smoked, and the sap can be boiled into a concentrated paste and injected. Kalamanthis is more thoroughly detailed in the online supplement "Age of Worms Overload," found at **paizo.com**.

Miner's Milk: A syrupy whiskey brewed in several makeshift stills behind the Thirsty Gar, local workers exaggerate that a drop of miner's milk can crack stone. One shot of miner's milk requires a DC 14 Fortitude save. Those who succeed gain a +2 alchemical bonus on Fortitude saves made against poison for the next hour, while those who fail fall unconscious for 1d6 hours. Craft (alchemy) DC: 20. Cost: 5 gp.

AGE OF WORMS

by Mike McArtor • illustrated by Eva Widermann

Wormfood

SURVIVING THE AGE OF WORMS ADVENTURE PATH

NOW HIRING: APPLY WITHIN

While the pages of *Dungeon* magazine present everything a DM needs to run the Age of Worms Adventure Path, every month *Dragon* gives the players of that—or any other campaign—tools to enhance their gaming experience.

Diamond Lake produces more than its fair share of the impoverished and the desperate. Aside from mine bosses and their well-paid toughs, most residents wish to leave the lung-clogging, soul-crushing community. For most, such hopes never progress beyond just that—they live and die in Diamond Lake. Others look for a means of escape. Getting in good with a mine boss proves popular with the toughest rowdies, but the more sophisticated in the town (and a few do exist) seek a better life as far from the mines as possible. Ironically, these people often seek their fortunes underground, in the dozens of cairns surrounding the town.

Three such desperate souls have made their desires—and abilities—known. If your character takes the Leadership feat, consider acquiring one of these outstanding citizens as your cohort. Allustan can introduce them to you, if you ask him.

A BUNCH OF CHARACTERS

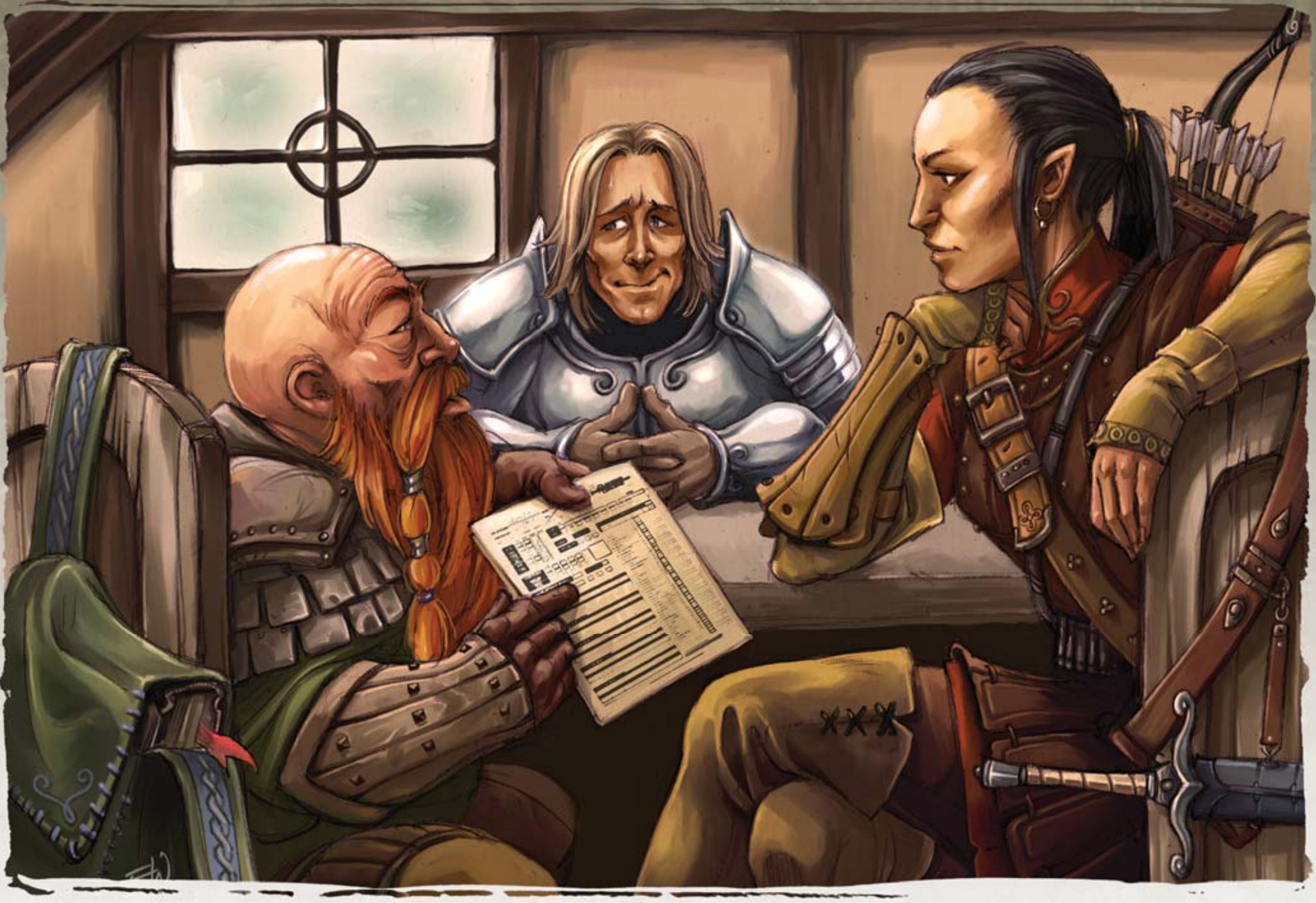
These three characters appear in Erik Mona's Age of Worms playtest game held most Thursdays at Paizo's office. In addition to DaeJin, Gar, and Tassilo, the party also consists of "Demon Boy" (played by *Dungeon* Editorial Assistant Jeremy Walker), Dram Cicaeda (played by "Downer" artist Kyle Hunter), Taan Goldenoak (played by Senior Art Director Sean Glenn), Tyrlandi Scrimm (played by *Dungeon* Managing Editor James Jacobs), and Vyth (played by *Dragon* Assistant Editor Mike McArtor). For more information on these characters' ongoing adventures and campaign journals, check out the messageboards at **paizo.com.**

GAR BLITZHAME

Like many dwarves, Gar acts gruff and uncaring toward those he barely knows, but he feels deep compassion for weaker creatures—whether adventuring companions or orphaned owlbear cubs. Despite his connection to the mercantile Greysmere Covenant, Gar seeks to leave Diamond Lake and explore the greater world beyond. Of all the terrible and frightening threats that loom before him on the path he has chosen, none strike greater fear in his heart than that of his uncle, Dulok Blitzhame. While he never explains why, Gar insists on avoiding his uncle's residence and office at all times, and only joins a group if its members swear oaths not to reveal him to Dulok.

Gar wields a dwarven waraxe and wears the relatively heavy scale mail armor of a fighter, but he also carries a thick tome he spends hours reading every day. In combat, Gar tends to move to the front of the line, shouting either boastful challenges or fear-inspired curses depending on the nature of the creatures faced. Despite the chance of failure due to his heavy armor, Gar attempts to cast *enlarge person* whenever a battle turns desperate or need otherwise dictates. If a foe proves particularly difficult to hit, Gar turns to *true strike* and *shield* if he seems to fall victim to a disproportionate number of blows. Gar recognizes that he might not survive a battle, and he attempts to impress upon those around him that very realization of mortality. As such, he never hesitates to chastise those who fool around in the heat of battle—sometimes reinforcing his chastisements with physical reminders.

Because his introduction to the arcane mysteries came only recently, Gar has yet to summon a familiar.



Gar's antics in the Age of Worms playtest game come via the talents of *Dragon* Associate Editor Jason Bulmahn.

Gar Blitzhame **CR 4**
Male dwarf fighter 2/wizard 2 (transmuter)
LN Medium humanoid
Init +4; **Hook** "Uh... please don't tell my uncle."
Senses darkvision 60 ft., Spot +1, Listen +1
Languages Common, Dwarven, Goblin, Orc, Terran

AC 17, touch 10, flat-footed 17
hp 23 (4 HD)
Fort +5, **Ref** +0, **Will** +3; +2 vs. spells, +2 vs. poison

Spd 20 ft. (4 squares)
Melee dwarven waraxe +6 (1d10+2/×3)
Ranged light hammer +3 (1d4+2)
Base Atk +3; **Grp** +5
Atk Options Cleave, Power Attack
Combat Gear *potion of cure moderate wounds*
Spells Prepared (CL 2nd, 25% arcane spell failure):
1st—*burning hands* (DC 14), *enlarge person, shield, true strike*
0—*detect magic, mage hand, message, read magic*

Abilities Str 14, Dex 10, Con 15, Int 17, Wis 11, Cha 9
SQ summon familiar (none)
Feats Cleave, Improved Initiative, Power Attack, Scribe Scroll, Weapon Focus (dwarven waraxe)
Skills Concentration +8, Craft (stoneworking) +12, Knowledge (arcane) +6, Knowledge (architecture and engineering) +4, Knowledge (local) +4, Knowledge (the planes) +4, Swim +6
Possessions combat gear, dwarven waraxe, *+1 scale mail, pearl of power* (1st-level spell), *elixir of truth, scroll of identify,* 154 gp of coins and gems
Spellbook as above plus 0—all except conjuration and necromancy; 1st—as above plus *burning hands, expeditious retreat, magic missile, magic weapon, protection from evil*

DAEJIN MOON

Do not mistake her quiet, retiring ways with meekness or submissiveness. Easy going, but easily bored, DaeJin tends to follow the will of the crowd—until that will turns toward excessive conversation. DaeJin keeps to herself and tends only to speak when spoken to—and then only enough to answer the question posed to her. When she does volunteer to speak she usually expresses her boredom with a quick verbal jab. Allies should prepare themselves for a pointed comment or two about their combat abilities—or lack thereof—once the bloodshed has ended.

Nearly peerless in Diamond Lake or even the Bronzewood Lodge community in archery skill, DaeJin tends to keep away from the general fray at the heart of melee, preferring to fill her foes with arrows. She possesses strong tactical knowledge, and always moves into the best position for delivering ranged attacks. Although she takes her role as support fighter very seriously, helping to set-up effective and efficient battlefield strategies, she has little patience for those who don't—in her estimation—pull their weight in battle.

Sarah Robinson, Graphic Designer for *Dragon*, plays DaeJin in the Age of Worms playtest game.

Daejin Moon **CR 4**
Female half-elf ranger 4
NG Medium humanoid
Init +4; **Hook** "You're not very good at that, are you?"
Senses low-light vision, Spot +8, Listen +8
Languages Common, Elven
AC 16, touch 13, flat-footed 13
hp 26 (4 HD)
Immune sleep
Fort +6, **Ref** +7, **Will** +3
Spd 30 ft. (6 squares)
Melee longsword +5 (1d8+1/19–20)
Ranged *+1 composite shortbow* +6 (1d6+2/×3)
Base Atk +4; **Grp** +7
Atk Options Point Blank Shot
Combat Gear *potion of cure light wounds* (2)
Ranger Spells Prepared (CL 2nd):
1st—*pass without trace*
Abilities Str 16, Dex 18, Con 14, Int 13, Wis 14, Cha 9
SQ animal companion (Wolf, *Monster Manual* 283)
Feats Endurance, Point Blank Shot, Precise Shot, Track
Skills Climb +7, Handle Animal +4, Hide +6, Listen +8, Move Silently +6, Search +4, Spot +8, Survival +9
Possessions combat gear, *sleep arrows* (4), arrows (40), *+1 composite shortbow* (+2 Str bonus), studded leather, 130 gp

TASSILO VINIESE

As you might expect from an experienced cleric of Heironeous, Tassilo struggles to balance his actions between strict adherence to regimen and the never-ending need for compassion. He spent most of his life within the quiet confines of Heironean religious enclaves, and only recently did his superiors send him into the larger world to investigate the death of a paladin assigned to his temple. Tassilo does not let his sheltered youth and relative inexperience keep him from sharing his natural wisdom with others, although as a reserved individual he rarely comes across as a bossy know-it-all. He suffers fools now much more easily than he did in his youth, but at times such suffering gets the better of his patience. The biting quips that occur then often instruct as well as castigate—ever with an eye toward the perfect balance of warrior, healer, and teacher.

Tassilo acts in combat as one might expect from a cleric of the god of battle: he uses his superior knowledge of tactics and battlefield positioning to both aid those who fall in battle and support those still standing. He performs a constant balancing act between pressing the attack and tending to the wounded, and he does so almost flawlessly. Tassilo recognizes that occasionally the victor in battle sometimes only wins because he makes the gravest sacrifices. To that end, he shows no fear in placing himself in a position that puts him in immediate danger if by doing so he can assure overall victory. Heironeous, however, obviously favors his devout worshiper, as despite sometimes suffering grievous wounds Tassilo still lives.

F. Wesley Schneider, Assistant Editor for *Dragon*, breathes life into Tassilo during the Age of Worms playtest game.

Tassilo Viniese **CR 4**
Male human cleric 4 (Heironeous)
LG Medium humanoid
Init +0; **Hook** "Keep in mind I do worship the god of war."
Senses Spot +4, Listen +4
Languages Common, Dwarven
AC 14, touch 10, flat-footed 14
hp 22 (4 HD)
Fort +5, **Ref** +1, **Will** +7
Spd 30 ft. (6 squares)
Melee longsword +5 (1d8+1)
Ranged light hammer +3 (1d4+1)
Base Atk +3; **Grp** +4
Atk Options Combat Expertise, Improved Disarm
Special Atk turn undead (+1, 2d6+5, 9th), spontaneous casting (cure spells)
Combat gear *potion of cure moderate wounds*
Cleric Spells Prepared (CL 4th):
2nd—*aid* (CL 5th), *bear's strength, shield other, spiritual weapon*[D]
1st—*bane* (DC 15), *bless, cause fear* (DC 15), *protection from evil*[D] (CL 5th), *shield of faith*
0—*cure minor wounds* (2), *detect magic, light, read magic*
D: Domain spell. Domains: Good, War
Abilities Str 12, Dex 11, Con 12, Int 15, Wis 19, Cha 13
Feats Combat Expertise, Improved Disarm, Investigator, Martial Weapon Proficiency (longsword)[B], Weapon Focus (longsword)[B]
Skills Concentration +5, Diplomacy +5, Gather Information +3, Heal +7, Knowledge (arcana) +9, Knowledge (history) +3, Knowledge (local) +3, Knowledge (religion) +9, Knowledge (the planes) +5, Search +4, Spellcraft +7
Possessions combat gear, masterwork light hammer, masterwork chain shirt, *amulet of natural armor +1*, scroll of *inflict moderate wounds* (2), 149 gp

FOLLOWERS IN DIAMOND LAKE

It is possible that a particularly heroic or well-funded character could achieve a leadership score high enough to attract a small number of followers. Followers drawn from the Diamond Lake area might come from any number of sources, including local militia members, junior clergy affiliated with one of the local faiths, experienced miners, or nearby woodsmen. Although skill in the arcane arts and cultural sophistication might be in low supply, followers from this area are hearty, grim fellows, ready to tackle thankless tasks or pass on a bit of ill-gotten information to a loyal patron.

USES FOR THE DM

When present, cohorts should serve an important role in the campaign. If the players miss an important piece of information or lack the motivation to investigate a plot point, a cohort can serve as an excellent tool to drive your story forward. What better motivation to adventure than a friend in need or danger?

If any of these cohorts seem suitable to your campaign, introduce them early and let your PCs get to know them. Cohorts should be friends and allies before signing on with the group.

AGE OF WORMS

by Jeremy Walker • illustrated by Eva Widermann

Wormfood

Surviving the Age of Worms Adventure Path

A Night on the Town: Entertainment in the Free City

While the pages of *Dungeon* magazine present everything a DM needs to run the Age of Worms Adventure Path, every month *Dragon* gives the players of that—or any other campaign—tools to enhance their gaming experience.

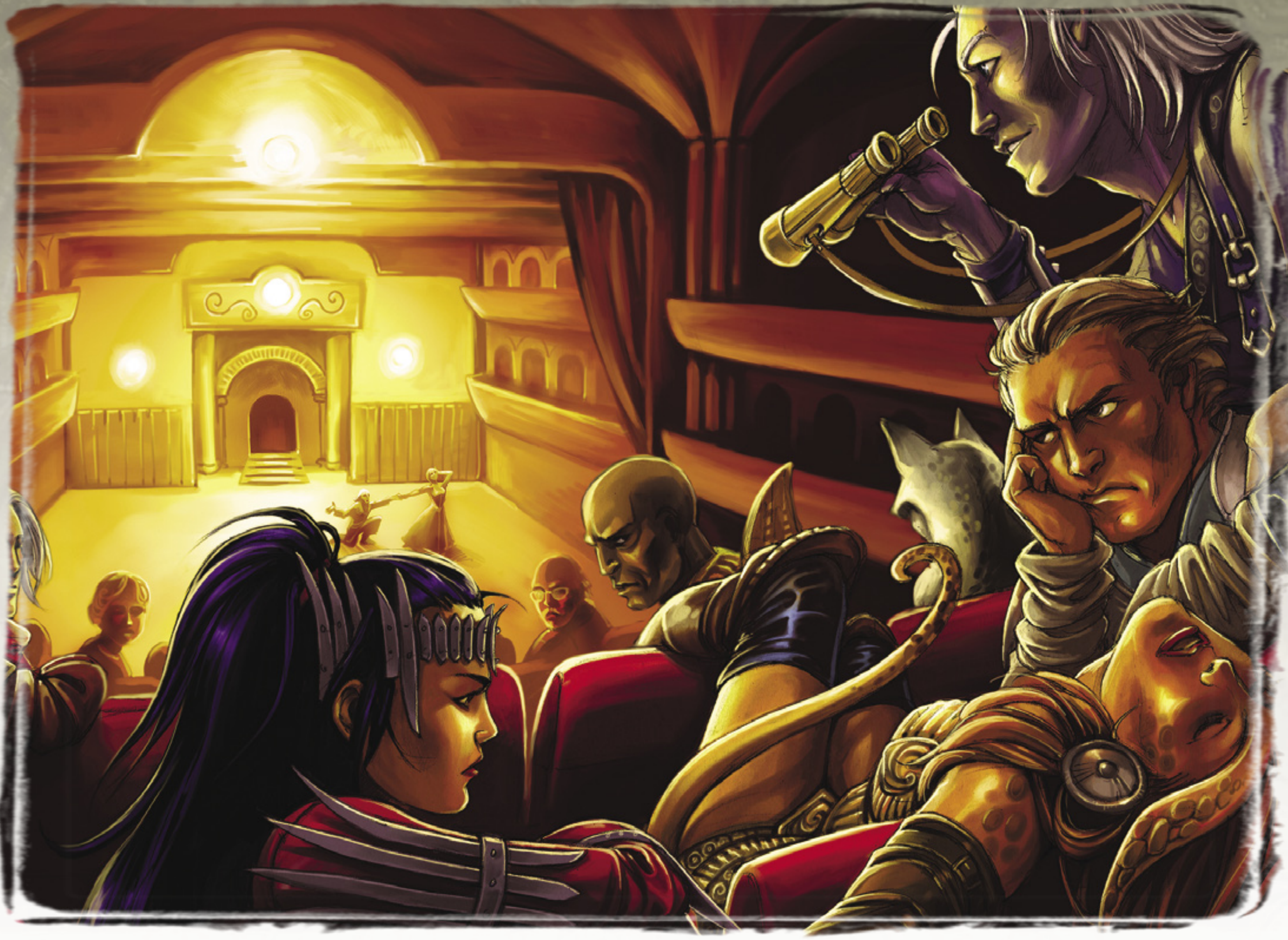
The stolid adventures from the hills polish off the pesky lizardfolk and march out of the wild. Fresh from their battles in the treacherous Mistmarsh, the grizzled band has finally reached its destination: the famous metropolis of wizards and thieves that is the fabulous Free City. Very likely, some of them have never seen a city before, much less one so diverse and grandiose. Before they are thrust into the midst of another exciting escapade, they might want to stop, catch their breaths, and explore their strange new surroundings. Here are a few places PCs might visit to get an introduction to life in the big city and a taste of their new surroundings. More ideas for possible people, places, and activities in a large city can be found in *Sharn: City of Towers* and *City of Splendors: Waterdeep*.

THE BLUEBERRY THEATRE

PCs with slightly more refined tastes in entertainment might wish to visit the Blueberry Theatre. Known throughout the Free City for its edgy and often scathing political satire, the Blueberry attracts nobles, merchants, foreigners, and tradesmen dissatisfied with the current system or who wish to mock the administration. It is especially popular among the rebellious children of the nobility, many of whom go on to become adventurers.

Despite the fact that the Blueberry is despised in many of the most powerful quarters of the city, it nevertheless plays an important role as a stepping-stone for performers seeking to move from the raucous taverns of the poor quarters to the stately playhouses of the elite. For that reason, all of the most powerful theater companies in the city regularly send scouts to take in the performances at the Blueberry, looking for their next big star. The Blueberry is not quite as refined as these playhouses, however, and it is not unheard of for a poor performer to be driven off the stage by an onslaught of rotten vegetables.

The Blueberry is an excellent place to learn everything you want to know about the underhanded dealings and dirty little secrets of the nobility, mainly from their frustrated offspring. Any Gather Information, Knowledge (local), or Knowledge (nobility and royalty) check made concerning the aristocracy and public officials of the Free City during intermission at the Blueberry gets a +2 circumstance bonus.



Madame Goschild (CN female half-elf bard 5) runs the Blueberry. No one knows where she came from or what she did before she opened the theatre a decade ago, but most believe she hides secrets about the local authorities that prevent them from shutting her down. For her part, she knows exactly how far she can push the satire and never strays over the line. A night at the Blueberry Theatre costs 6 sp per person, not including refreshments.

THE CHECKERED CIRCLE

Far from the roaring crowds and the salivating fans of the Free City Arena, small-time fighters, wrestlers, gladiators, and monsters battle in the shadows for quick cash and a little glory. They gather in back alleys, shady taverns, and dark warehouses, forming underground fighting rings that are becoming increasingly popular with the bloodthirsty masses.

One of the most famous (or infamous) of these rings is the Checkered Circle. Named for its sign (a small circle of black and white checkered cloth) the Checkered Circle constantly moves from venue to venue in an attempt to avoid the attention of the city guards, who have been unsuccessfully trying to shut it down for years. What keeps it going—besides the large bribes paid to guardsmen to look the other way—is its ever-increasing popularity, especially among the lower class, who often lose large amounts of the little money they have betting on matches.

There are three ways PCs might become involved with the underground ring. If they happen to be looking for a more "primitive" form of entertainment, they can discover the location of the next fight with a DC 15 Gather Information check. Alternatively, if one of the PCs is gambling heavily at Honest Axebeard's or another gambling establishment in town, one of the other patrons might tell him about "an opportunity to make some real money" with a wink and a smile. Finally, a particularly large and powerful-looking PC might be offered the opportunity to "turn some of that muscle into cash," especially if he does well in a tavern brawl or in a tussle with one of the city guards.

Whether the PCs are there to fight or just watch, a night at the Checkered Circle always unfolds the same way. The fights take place

SPELLBONES

This relatively new game has gained increased popularity among the more affluent dice throwers in the Free City, largely due to its complexity. The basic game is very similar to Fireball (highest score on 5d6 wins) but has two important differences. First, each die that rolls a "6" is a "magic die." A "magic die" contributes no points toward a player's total (it is treated as a "0") but instead can be used to change the result of one of the player's other dice that did not roll a "6" to any number from 1 to 5.

The second major difference is that the players can create "creatures" by rolling different combinations of numbers. Any result that contains a creature automatically defeats a non-creature result. If two players both roll creatures, the more powerful creature wins. In the case of a tie, total the result of the player's leftover dice (not counting "6s") to break the tie. If they are still tied, the pot is split. The creatures are listed below in order of least powerful to most powerful:

Die Results	Creature Name
2,2	Stirge
4,4	Cockatrice
1,1,1	Otyugh
3,3,3	Griffon
5,5,5	Manticore
2,2,2,2	Gorgon
4,4,4,4	Roper
1,1,1,1,1	White Dragon
2,2,2,2,2	Black Dragon
3,3,3,3,3	Green Dragon
4,4,4,4,4	Blue Dragon
5,5,5,5,5	Red Dragon
6,6,6,6,6	Archmage

in a 30-foot-diameter circle marked off with chalk in the center of the crowd. The Circle usually meets in one of the empty warehouses scattered across the Free City's industrial and trade neighborhoods. The various bookies that run the ring accept bets on any fight up until the moment when Hairy Pete (a particularly ugly bugbear who has been doing the honor for years) drops the ceremonial kerchief at the center of the ring to signal the start of each fight. An unusually large goblin named **Thaddeus Tightfist** (CE male goblin rogue 7) runs the operation. Blessed with more than his fair share of cunning, Thaddeus makes a tidy profit from the miserable locals who bet on his fights. Stonefist, Thaddeus's shield guardian, referees the fights. Being a remarkably tough construct, he is able to withstand just about anything the combatants can dish out.

Brutal as they are, the fights have a few basic rules. No weapons, spellcasting, or magic items of any kind are allowed. Innate magical abilities (such as wildshape or a harpy's captivating song) are permitted, however. Thaddeus has a mage in his employ named **Pek Redrock** (CE male goblin adept 5) who monitors each fight with *detect magic* to ensure that the rules are being followed. Each fight lasts until one of the combatants either gives up (by tapping out, crying uncle, going limp, and so on) or is pushed (or thrown) outside the chalk ring drawn on the floor. Breaking the rules results in forfeit of the match, and possibly banishment from the Circle. Killing your opponent, while frowned upon, is not unusual. Prizes for the fights depend on the anticipation of the match and range anywhere from 25 gp up to well over 100 gp. New fighters are generally pitted against each other (the average new fighter is a male human warrior 2) until they develop reputations within the community, which usually takes about three fights. At that point, they start fighting other well-known champions (typically a male human warrior 5), or monsters dragged in from the countryside. Anyone who fights in the Circle long enough to earn a reputation gets a +2 circumstance bonus on Diplomacy and Intimidate checks against other gladiators or fight fans within the Free City. A particularly successful fighter is likely to be recruited into the Free City arena to become a gladiator.

If your campaign instead takes place in EBERRON's Sharn, this location is instead known as the Burning Ring (see *Sharn: City of Towers* for further details).

HONEST AXEBEARD'S HOUSE OF DICE

The most popular gambling house in the foreign quarter, Honest Axebeard's caters to merchants, foreigners, adventures, and others rich enough to avoid the stinking hovels of the unwashed peasants but not wealthy enough to enjoy the perfumed chambers of the city's wealthy card rooms and dragonchess parlors. Located just off a central marketplace, Axebeard's features a large central gaming room filled with round dice tables as well as several smaller private dice rooms containing comfortable chairs, velvet-lined gaming surfaces, and carved gemstone dice. **Axebeard** (N male dwarf aristocrat 2/expert 6) rents these "Deluxury Suites" to private parties at the rate of 5 gp per hour.

While Axebeard collects a rake (5% of each pot goes back to the house) he makes most of his money by selling food, wine, ale, and other more exotic refreshments to his many patrons. The place generally sports a relaxed and friendly atmosphere, largely maintained by the establishment's many bouncers (each a human or half-orc warrior 4) that patrol the main room keeping a sharp eye out for troublemakers. As a result Axebeard's is an excellent place to Gather Information, and any checks made regarding nearby legends, local celebrities, and famous adventurers receive a +2 circumstance bonus. The house opens every evening two hours before sunset, and is always at least half full.

For those PCs interested in joining the action, tables can be found with standard bets ranging from 5 sp to 10 gp per throw. Each table generally has between three and five players. The standard games played are Knives (best throw on 3d6), Pitchforks (best throw on 4d6), and Fireball (best throw on 5d6). The most popular game at the tables, however, is Spellbones, a relatively recent invention that has nevertheless become widespread almost overnight (see the Spellbones sidebar).

JOSIEL'S BATHHOUSE

After a hard day's work, sometimes you just want to relax and unwind. For those who can afford the luxury, Josiel's Bathhouse offers the perfect combination of hot water and warm service to soothe even the most anxious guest. Although he calls it a "bathhouse," **Josiel** (male halfling expert 6) offers his clientele much more than just soap and hot water. Steam baths, massage parlors, pools of goat's milk, and other restoratives can all be found within this wooden-walled sanctuary. Furthermore, believing that cleansing and relaxing the mind is just as important as the body, Josiel's features an extensive meditation garden, with long rows of fragrant plants and even a few tame, well-cared-for animals within its walls, including a panther, a pair of peacocks, a dray of squirrels, and a black bear. These gardens are a favorite spot for monks and druids visiting the city who desire a few hours of meditation each day to maintain their focus or connection to the wild.

Although Josiel's services do not come cheap (there is an entry fee of 5 gp per visit) they are well worth the price. Anyone who includes a visit to Josiel's as part of his 8 hours of rest regains hit points as if he had spent 8 hours of complete bed rest, regardless of where he actually sleeps. Furthermore, the clean and healthy environment strengthens the body's natural defenses; any character who spends a few hours at Josiel's receives a +2 circumstance bonus on Fortitude saves made to resist disease for the next 24 hours. ◆

AGE OF WORMS

by Erik Mona • illustrated by Eva Widermann

Wormfood

SURVIVING THE AGE OF WORMS ADVENTURE PATH

BAZAARS OF THE BIZARRE: BUYING MAGIC IN THE FREE CITY

The Whispering Cairn has been plundered of its ancient treasure. The pallid corpse of the Faceless One lies in a pool of his own blood deep beneath the Dourstone Mine. Sordid, stinking Diamond Lake is three days to the east, and the party has just arrived at the fabulous Free City, metropolis of wizards and thieves, flush with cash and loaded with the gear of their slain enemies. Naturally, everyone wants some new magic items.

The "Free City," a central hub of the Age of Worms Adventure Path currently being published in *Dungeon*, is meant to be a "catch all" metropolis that can be easily converted to the campaign setting of your choice. In Forgotten Realms campaigns, the Free City is Waterdeep, fully detailed in *City of Splendors: Waterdeep*. In Eberron it's Sharn, detailed in the hardcover of the same name. Traditionalists will find that the Free City bears a strong resemblance to the Free City of Greyhawk, last detailed in *Greyhawk: The Adventure Begins*. But since most D&D players prefer to use their own settings, the Free City is also a stand-in for whatever town it needs to be, including one of the DM's own design.

More than 70,000 souls call the Free City home, giving it a 100,000 gp limit, as outlined on page 137 of the *Dungeon Master's Guide*. You won't be able to pick up a *cubic gate* or a *helm of brilliance* in the city's markets, but just about everything else can be had for the right price, provided you know where to look.

THE MAGIC SHOP

The easiest way to handle magic item purchases in the Age of Worms or any D&D campaign is to provide a "one-stop shop" for all of the party's adventuring needs. In the Free City, this is Maldin and Elenderi's, an ominous, windowless two-story structure of massive black basalt blocks situated near the city's Low Market, in a district packed with the shops and stalls of countless artisans. Local legend holds that both middle-aged men are powerful wizards, but the pair has no truck with the city's prestigious Guild of Wizardry, and they are rarely seen in public. Most customers instead encounter their chief henchman, an addled old magus named **Elbrak** (N male human wizard 10), who mans the showroom from dawn to dusk each day.

Maldin's offers specially treated scroll parchment, blank spellbooks, and a wide selection of spell components, including power components (see *Dragon* #317 and page 36 of the *Dungeon Master's Guide*). These day-to-day supplies account for most of the store's business, but virtually every mystic and adventurer in the city knows that for the right price, Maldin and Elenderi can supply just about any magic item known to the annals of arcana.

This depth of selection comes at significant cost, in part due to special concessions paid out to rival artificers in the Guild of Wizardry. Customers must accordingly add a 20% fee to each transaction, and while old Elbrak makes a convincing victim of acute senility, he's vorpal sharp when it comes to negotiating prices. Maldin's offers no discounts on any goods, ever. Items generally arrive within a week of their order.

No one outside the staff knows where the requested items come from. Embittered former patrons whisper

of a chamber on the building's second floor with doors that lead to the unknowable markets of the Outer Planes, while others suggest that Maldin and Elenderi craft the items themselves without ever leaving the shop. Cynics have even suggested that the "archmages" are illusory, and that Elbrak himself runs the show.

Powerful magic prevents scrying or teleportation into the shop, and thieves soon find themselves in the hands of the city watch. While old Elbrak might fall to a greedy PC, the very real Maldin and Elenderi are considerably hardier, and considerably more resourceful.

OTHER OPTIONS

The following list provides a broad overview of additional sources for magical equipment in and around the Free City. The DM is encouraged to expand upon this list as she sees fit.

NATURAL ITEMS

North of the Low Market, the city sprawls up the banks of a low hillock toward a massive wall enclosing the manicured yards of the Free City's elite. In the western corner of this so-called Garden Quarter is a beautiful ruin known as Traveling Oak, a once resplendent manor now overgrown with riotously colorful weeds and plants. Bands of young clerics of Ehlonna flock to the villa, much to the chagrin of high-society neighbors.

The complaints of the idle rich find no sympathy with the city's Directing Oligarchy, who cannot move against Traveling Oak for fear of upsetting its primary inhabitant, a reclusive dryad "princess" known as the **Lonesome Bride** (CG female dryad druid 12). The Bride seldom leaves her estate, but draws significant crowds to her abode from the ranks of natural folk who distrust the cloying urban environment of the Free City. Rumors suggest that natural items of all types (salves, unguents, roots, *Quall's feather tokens*, *cloaks of elvenkind*, and so on) can be purchased directly from the Bride, but those wishing for an audience must first make a sufficient display of wealth to her seneschal, a lascivious satyr named **Merovee** (CN male satyr rogue 6) who compulsively chews on gristly turkey legs like an alcoholic pulls from his flask.

Those who impress wily Merovee gain access to the crumbling manor's expansive courtyard, a 300-ft.-radius glade that seems both delicately manicured and dangerously overgrown at the same time. The courtyard is a place of signing birds and frolicking fey wholly unlike the manor's outer yard. The bright sun or gibbous moon high above bear little relation to those seen by the rest of the city, and everywhere is an almost unsettling, alien beauty.

CORE TEMPLES IN THE FREE CITY

The local temple of a favorite nonevil god is a great place to catch up on devotions, stock up on holy water and potions, or get an unlucky friend brought back from the dead. The following table lists all of the core pantheon faiths with temples in the Free City, as well as each temple's high cleric, who is usually the highest-level cleric associated with the temple. Dozens of temples dedicated to lesser-known (and even evil) faiths exist on and below the streets of the Free City, but these places of wonderment are beyond the scope of this article.

Deity	High Cleric
Boccob	Ravel Dasinder (N male human cleric 18)
Corellon Larethian	Narcoriel (CG male elf cleric 12)
Ehlonna	Zaola Starbreak (NG female half-elf cleric 8)
Fharlanghn	Adari Farwander (N male gnome cleric 7)
Garl Glittergold	Gurnri Gallaway (N male gnome bard 3/cleric 8)
Heironeous	Jaikor Demien (LG male human fighter 5/cleric 10)
Moradin	Uller Vandagardt (LG male dwarf cleric 7)
Obad-Hai	Gallus Dansk (N male human cleric 10)
Olidammara	Alsi Svenits (CN female human bard 4/cleric 9)
Pelor	High Matriarch Sarana (NG female human cleric 15)
St. Cuthbert	Eritai Kaan-Ipzirel (LN female human cleric 12)
Wee Jas	Alamander (LN male human cleric 9)
Yondalla	Grellis Mayweather (LG female halfling cleric 10)

Outsiders sympathetic to the natural world are invited to stay and enjoy the hospitality of their gracious host, whose bonded tree, a lonely old oak, stands in a small clearing at the center of the courtyard.

Though friendly, the Bride maintains a distant demeanor, as if she is constantly beset by a deep depression that cannot be fully masked by smiles and kindness. No one really understands why she needs the coin she charges for her artifice and magic services, but the political elite of the Free City suggest that she is a diplomatic agent for the sylvan interests of a great deciduous forest several days to the southwest. The canniest know that the Lonesome Bride's courtyard is in fact a pocket demiplane, and that the envoy risks sickness and death every time she leaves to conduct business in the city at large.

POISON

In the heart of the Low Market, nestled between a boisterous fishmonger and a popular puppet theater, is the colorful wooden wagon of **Vassago Marchosias** (LE male human rogue 7), a gypsy riverman who leads a troupe of six female acrobats. The women's gyrations draw attention to the rambunctious, vibrantly dressed mustachioed fellow, who enjoys regaling spectators with imaginary tales of the band's distant travels, embarrassments in the bedchambers of foreign sovereigns, and anything else that might convince onlookers to part with their hard-earned coin.

Word in the nastiest dives of the Free City suggests that there is more to Vassago's caravan than titillating displays and bawdy tales. "Ask old Vassago about his travels to distant Ratik," the bilge rats say, "and he'll show you what he's really selling."

Such a request garners an immediate invitation inside the garish wagon, where Marchosias and his assistants show off a bewildering assortment of toxins from across the continent. In addition to the poisons outlined on page 297 of the *Dungeon Master's Guide*, Marchosias can offer the exotic substances described in the *Book of Vile Darkness* (pages 41–44) and Forgotten Realms: *Serpent Kingdoms* (pages 149–151), subject to the approval of the DM.

SPELLS, POTIONS & SCROLLS

Most potions and scrolls of 5th level and lower can generally be found by anyone willing to rummage through the chaotic stalls of the city's Low Market. Competition within the market keeps prices to the standard outlined in the *Dungeon Master's Guide*, but wise customers often pack a *detect magic* to avoid getting taken in by charlatans, who nearly outnumber the legitimate merchants. Tracking down a specific single-use magic item requires a DC 15 Gather Information check and about 30 minutes of bargain hunting.

WEAPONS & ARMOR

The best weapon markets cluster near the Free City Arena and conduct most of their trade with gladiators and the adventurers who come to watch them die. Standard prices apply, and nearly every item and quality from the *Dungeon Master's Guide* is readily available.

WIZARD WARES

The Free City has a well-deserved reputation for hosting some of the finest wizards and sorcerers in the world thanks in no small part to the city's famed Guild of Wizardry, where adepts from around the continent gather to learn arcane secrets and ancient occult traditions. Membership is 100 gp per year and is open to arcanists of any alignment, race, or nationality. Members gain access to nearly any arcane spell approved by the DM and receive a 10% discount on scroll and spell component costs. Guildmembers not on adventures are expected to pay a 10% tithe to the guild on all proceeds from "for-profit" spellcasting within the city's walls.

Members may purchase virtually any magic item with arcane prerequisites from the "Mage of Exchange," a doughty diviner named **Pateris** (CN male half-elf wizard 14) who delivers ordered goods about a week after they have been requested, usually with a fanciful story of the item's origins.

AGE OF WORMS

by James Jacobs • illustrated by Eva Widermann

Wormfood

SURVIVING THE AGE OF WORMS ADVENTURE PATH

THE WORMHUNTER

While the pages of *Dungeon* present everything a DM needs to run the Age of Worms Adventure Path, every month *Dragon* gives the players of that—or any other campaign—tools to enhance their gaming experience.

This month we look at a highly specialized prestige class—the wormhunter. The design philosophy behind this prestige class is somewhat different from other prestige classes you might have seen in these pages. Usually, a prestige class serves two major functions. First, it gives a player options to specialize his character and set him apart from other characters who might have the same standard class. Second, a prestige class is an excellent way to bring the flavor of a specific campaign world to the forefront of a game. It's one thing to play a bard in the Forgotten Realms, but it's quite another to join an organization like the Harpers.

The wormhunter is a different kind of creature—it isn't spawned from a specific campaign world as much as it is from a specific campaign: The Age of Worms. As a result, its prerequisites and abilities can be far more specialized and focused than those of most prestige classes. For a player of the Age of Worms Adventure Path, taking levels of wormhunter can reflect how the events in this campaign have directly influenced and affected your character while at the same time giving him an edge against the most common enemies he'll be fighting in the future. Just remember that if you choose to fight fire with fire, you could get burned.

THE WORMHUNTER

The spawn of Kyuss derive their power from the worm. The worm is their link to divinity, the source of their supernatural powers, and the means of their propagation. It is, in the absence of anything similar within their rotted frames, their soul. Without the worm, they are nothing.

Many before have turned to these strange and dangerous green worms, seeking knowledge or power. How is it that such a small thing can cause such great devastation, such unholy ruin in even the holiest of men? Those who find themselves confronting the spawn of Kyuss are frequently forced to adapt, to develop specialized techniques against these dangerous foes. The spawn of Kyuss are not without their weaknesses. Their link to the worm can be ruined by magic that cleanses curses and disease. Their stumbling gait and unarmored bodies make them relatively easy to hit. And beyond a range of 10 feet, they're relatively harmless (provided you can resist the aura of palpable fear that surrounds them). Yet the spawn of Kyuss are merely the foot soldiers in a vast undead army. There exist far more powerful minions in the dark corners of the world, creatures closer to Kyuss and thus far more dangerous. (See the "Ecology of the Spawn of Kyuss" in *Dragon* #336.)

Fortunately, the lore of Kyuss can be tapped by those willing to risk a portion of their sanity in exchange for insight into the workings of the worm. A character who survives the worm's caress is never wholly the same thereafter. The scars might heal, but as the worm gnaws upon the brain of a host, it leaves behind part if itself. Memories, emotions, and fragments of knowledge that have sloughed off of Kyuss' vast intellect find their way into the minds of these beings. Certain rare texts like *Libris Mortis* and the *Necronomicon* call these souls the wormtouched. Often, their dreams are haunted by these memories. In the worst cases, a victim eventually spirals into insanity.

Yet there is a way to focus these memories. By studying not only the lore surrounding Kyuss and his spawn, but also the words he and his priests have recorded in a blasphemous set of texts called the *Apostolic Scrolls*, some of the wormtouched can draw upon these memories and turn them back on the source. They can even draw directly upon new worms of Kyuss, absorbing them into their bodies and minds, refining their alien memories to unlock potent abilities of their own. Unfortunately, this path is not without peril—those who take the lore of Kyuss into their minds cannot expect to escape unscathed. Such is the price the wormhunter pays for his edge against those who would usher in the Age of Worms.

The wormhunter prestige class is a very customizable one, and since its prerequisites depend as much on exposure to the teachings of Kyuss as anything else, it's a fairly easy class to qualify for. Of course, not everyone wants to risk his sanity just to get an advantage over one specialized type of undead menace. And while clerics and paladins of lawful or good churches might balk at the concept of accepting the wisdom and memories of an evil deity, taking levels in the wormhunter prestige class is not an evil or chaotic act. Likewise, many of the wormhunter's strengths play to characters that focus on melee combat, so those who specialize in ranged combat don't gain as many benefits from taking levels in this class.

Finally, while the wormhunter itself is designed to build off of the Kyuss Mythos, you can use it as a model for designing other prestige classes specialized at fighting against a related group of monsters. Creatures that have parasitic reproductive cycles make the best nominees, such as mind flayers, slaadi, or vampires, although with enough work one can adapt the wormhunter to any type of creature.

REQUIREMENTS

To qualify to become a wormhunter, a character must fulfill all the following criteria.

Special: Must have at some point suffered a minimum of 4 points of

Intelligence damage from a worm of Kyuss. These 4 points of Intelligence damage need not have occurred as a result of a single worm.

Special: The character must meet two of the following five criteria.

- +7 Base attack bonus
- Able to cast 4th-level divine spells.
- Knowlege (religion) 10 ranks.
- Base Fortitude save +4
- Sneak attack +4d6

Special: Must have read through a copy of the *Apostolic Scrolls*.

CLASS FEATURES

Weapon and Armor Proficiency: A wormhunter does not gain any proficiency with weapons or armor.

Gift of the Worm (Ex): By consuming a Kyuss worm, a wormhunter gains insight into the nature of Kyuss and his minions. Alternatively, the wormhunter can allow a Kyuss worm to burrow into his body—this deals the standard 1 point of damage per round for 1d4+1 rounds until the worm reaches the brain. At this point (or immediately, if the wormhunter voluntarily consumes the worm), the wormhunter's body absorbs the worm. This immediately kills the worm (and prevents any Intelligence damage).

Immediately thereafter, the wormhunter absorbs the latent knowledge and power contained within the worm and magnifies it, using it to augment his own abilities. He immediately selects one of the Gifts of the Worm listed in the related sidebar. The benefit granted is permanent. Unfortunately, the influx of knowledge also damages the wormhunter's mind in some way. He must also select one form of madness from those listed in the Madness of the Worm sidebar. This madness cannot be cured by magic, as it becomes as fundamental a part of the wormhunter's being as the gift granted.

A wormhunter gains a second gift at 3rd level, and a third at 5th level. He must secure a new Kyuss worm for each gift. Normally, a Kyuss worm dies after it leaves a spawn and doesn't immediately attach to a host, but alchemists have discovered

WORMHUNTER

HIT DIE D8

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+0	+2	+0	+2	Gift of the worm 1, kyussbane
2nd	+1	+3	+0	+3	*Detect minion*, wormscarred
3rd	+2	+3	+1	+3	Gift of the worm 2
4th	+3	+4	+1	+4	Wormeaten
5th	+3	+4	+1	+4	Gift of the worm 3

Skills (2 + Int per level): Concentration, Decipher Script, Gather Information, Heal, Intimidate, Knowledge (arcana), Knowledge (history), Knowledge (religion), Search, Sense Motive, Spellcraft, and Survival

GIFTS OF THE WORM

The touch of Kyuss blesses each wormhunter with a unique variety of abilities.

Cannibalization: One of your ability scores increases by 1 point, but at a cost—you must reduce two other ability scores by 1 point (or one other ability score by 2 points).

Increased Spellcasting: Choose a spellcasting class to which you belonged before you gained this Gift of the Worm. You gain new spells per day as if you had also gained a number of levels in this spellcasting class equal to the number of Gifts of the Worm you currently possess (including this one). You do not gain any other benefit a character of that class would have gained. If you gain additional Gifts of the Worm at a later date, the number of spellcasting levels granted by increased spellcasting does not increase.

Regained Lore: You gain a number of bonus feats equal to the number of Gifts of the Worm you currently possess (including this one). If you gain additional Gifts of the Worm at a later date, the number of bonus feats granted by regained lore does not increase.

Sinister Smite: You must have already selected the Spiritual Conduit gift and be able to rebuke or control undead in order to select this gift. *Inflict wounds* spells now function as if empowered and maximized when cast on you. Your body's ability to conduct negative energy grows to an extent that you gain the ability to channel negative energy in sudden bursts of power when you strike a particularly solid blow against a living creature. Whenever you deal sneak attack damage or score a critical hit on a living creature, you also deal 2 points of Strength damage to that creature.

Smite Undead: You must have already selected the Spiritual Conduit gift and be able to turn undead in order to select this gift. *Cure wounds* spells now function as if empowered and maximized when cast on you. Your body's ability to conduct positive energy grows to an extent that you gain the ability to channel positive energy in sudden bursts of power when you strike a particularly solid blow against undead. This ability allows you to critically hit or sneak attack undead creatures as if they were living creatures.

Spiritual Conduit: The worms have made your body more conductive to the type of energy you have chosen. All *cure wounds* and all *inflict wounds* spells cast on you function as if empowered. If you have the ability to turn or rebuke undead, your effective cleric level when turning or rebuking undead increases by an amount equal to the number of Gifts of the Worm you currently possess (including this one). If you gain additional Gifts of the Worm at a later date, the number of effective cleric levels granted by spiritual conduit does not increase.

that these worms can be stored in a state of dormancy inside a *potion of gentle repose*. Usually, these worms are stored for nefarious purposes, but a wormhunter can take advantage of them to activate one of his gifts. A preserved Kyuss worm costs 1,800 gp (this includes the cost of the *potion of gentle repose*), but is usually considered an illegal (at worst) or controlled (at best) commodity, and as such probably requires at least a DC 25 Gather Information check to track down a seller. Even then, Kyuss worms are generally not for sale in any settlement smaller than a large town.

Once a wormhunter selects a gift and its attendant form of madness, he cannot later change that gift or madness. Likewise, he cannot select a gift or madness more than once.

Kyussbane (Ex): A Wormhunter is particularly skilled at fighting against the minions of Kyuss. He gains a bonus on all weapon damage rolls and checks to overcome spell resistance made against these creatures equal to his wormhunter level.

***Detect Minion* (Sp):** If the wormhunter concentrates, he can sense the proximity of minions of Kyuss via a subtle tingling in his scars. This functions as the spell *detect undead*, but it only detects minions of Kyuss (be they undead or living). A wormhunter may use this ability at will.

Wormscarred (Su): At 2nd level, the wormhunter's body begins to develop patches of scarring. These scars are as much physical scars left from being infested by Kyuss worms as they are manifestations of the wormhunter's growing taint and lurking madness. The wormscarred wormhunter is immune to disease and gains a +2 bonus on all saving throws against poison.

Wormeaten (Su): At 4th level, a wormhunter's body carries the taint of Kyuss. This taint is detectable as a faint magic aura. It grants the wormhunter a +4 bonus on Bluff, Diplomacy, and Disguise checks made against or opposed by undead creatures, as other undead are strangely comforted and lulled by the taint. The character also gains a +2 bonus on saving throws made against attacks or spells from any minion of Kyuss. A wormeaten wormhunter need never fear infestation by Kyuss worms again—these worms interpret the taint as indication that the character is already a spawn of Kyuss, and do not attempt to infest him. Wormeaten wormhunters are immune to fear effects generated by the minions of Kyuss.

A wormeaten wormhunter takes a –2 penalty on all Bluff and Diplomacy checks made against living creatures (save for those made against other wormhunters), since the taint is somewhat unsettling to the living.

MINION OF KYUSS

Many of the powers and resistances granted by this prestige class function particularly well against the minions of Kyuss. This is a category of monsters and NPCs that includes all cultists of Kyuss, any creatures that work directly for Kyuss (such as avolakias), and undead created by or associated with Kyuss (such as the spawn of Kyuss or the ulgurstasta). Many new monsters introduced in the Age of Worms Adventure Path fit into this category as well—if you're unsure if one of these monsters counts as one of Kyuss' minions, your DM can certainly tell you.

MADNESS OF THE WORM

Even as his might empowers the wormhunter, the touch of Kyuss leaves no mortal mind unscarred.

Hypersomnia: You have extreme difficulty staying awake. You suffer a constant –2 penalty on all Wisdom-based skill checks. Additionally, whenever you are engaged in a repetitive activity (such as using Craft or Profession checks), you must make a DC 10 Will save (up to once per hour) to avoid falling asleep for an hour.

Insomnia: You have extreme difficulty falling asleep. Each time you try to rest, you must make a DC 20 Will save. Failure indicates that your sleep wasn't restful and you awaken fatigued.

Paranoia: You are convinced that the world and all that dwells within are out to do you harm. You cannot take the aid another action, nor can you ever receive bonuses on your own checks from an aid another action. You also take a –2 penalty on Bluff and Diplomacy checks.

Schizophrenia: You periodically lose your grip on reality and have difficulty at times telling the difference between what is real and what is hallucination. These constant hallucinations can cause you to appear erratic, chaotic, and unpredictable. You take a –2 penalty on all Charisma-based skill checks. If you ever roll a natural 1 when making any Charisma-based check, you must make a DC 15 Will save to avoid becoming confused for 1d4 rounds.

Terataphobia: A monstrous phobia is an irrational fear of a type of monster. Select one monster type from the list of ranger favored enemies on page 47 of the *Player's Handbook*. You now take a –2 penalty on attack rolls, skill checks, and Will saving throws made against these monsters. If you possess immunity to fear from some other source, your immunity to fear effects do not apply to fear attacks generated by monsters from this category.

Tic Disorder: You have developed nervous, often violent spasms. These spasms cause a constant –1 penalty on all Reflex saving throws and Dexterity-based skill checks.

AGE OF WORMS

by Jason Bulmahn • illustrated by Eva Widermann

Wormfood

Surviving the Age of Worms Adventure Path

Fountains of Fortune's Folly

While the pages of *Dungeon* magazine present everything a DM needs to run the Age of Worms Adventure Path, every month *Dragon* gives the players of that—or any other campaign—tools to enhance their gaming experience.

One of the archmage Manzorian's curios, located deep within the bowels of his citadel, is the *fountain of fortune's folly,* a powerful relic originally crafted to bestow a boon on those who drank from its blessed waters. Over the years, the fountain's magic has faltered and the tampering of greedy spellcasters has left it unreliable and in some cases dangerous. Manzorian found it on one of his many adventures and brought it to his citadel for further study. Although he has been unable to restore the fountain to its original purpose, he still thinks of it as a powerful boon and is more than willing to share it with other adventurers.

Framed by stained and cracked marble, the round pool of cool, clean water is broken only by a twisting marble column in its center. Although it must have once been noble and pure, the fountain is now strangely ominous. Small symbols of occluded intent are scratched into its surface and some of the stains look mysteriously like blood. Sitting at the base of the fountain is a pair of cups. One is elegantly carved ivory while the other is crudely forged iron with spots of rust. Those who drink from the fountain have a choice of which cup to use. Drinking from the fountain without using one of the cups has no unusual effect.

Anyone who drinks from the fountain using one of the cups gains both a fortune and a folly. The choice of cups determines which is random and which the drinker chooses. If the drinker uses the ivory cup, he chooses his fortune and rolls randomly for his folly. If the drinker uses the iron cup, he chooses his folly and rolls randomly for his fortune. The DM might have an alternative system from the one presented here, so make sure to check before planning your future. Both the fortunes and the follies are permanent effects, although some can be remedied. A character cannot ever gain more than a single fortune, so drinking from the fountain more than once results in multiple follies, but not multiple fortunes.

Manzorian explains all of this to any who might—in hopes of netting a great fortune—wish to drink from the fountain.

FORTUNE RESULTS

Drinking from the ivory cup allows the drinker to choose his fortune, while drinking from the iron cup results in a random fortune. Roll d% for a random fortune. The Luck domain ability and other effects that modify rolls cannot be used to adjust a roll on this table.

Result	Fortune
01–05	Enhanced Vigor: Gain 3 hp permanently.
06–10	Sharpened Senses: Gain a +1 competence bonus on Listen and Spot checks.
11–15	Deep Understanding: Gain a +2 competence bonus on a Knowledge skill of your choice.
16–20	Athletic Skill: Gain a +2 competence bonus on a Strength-based skill of your choice.

21–25	Nimble Moves: Gain a +2 competence bonus on a Dexterity-based skill of your choice.
26–30	Smooth Talker: Gain a +2 competence bonus on a Charisma-based skill of your choice.
31–35	Discovered Skill: Gain 2 ranks in a class skill that you have the fewest ranks in (if there is a tie, you may chose the skill to apply these bonus ranks to).
36–40	Lesser Gift: Gain 1d4 random minor potions and 1 random minor scroll.
41–45	Improved Fortitude: Gain a +1 luck bonus on Fortitude saves.
46–50	Improved Reflexes: Gain a +1 luck bonus on Reflex saves.
51–55	Improved Will: Gain a +1 luck bonus on Will saves.
56–59	Quick Feet: Gain a +2 insight bonus on initiative checks.
60–63	Ability Boost: Gain a +1 inherent bonus to an ability score of your choice.
64–67	Moderate Gift: Gain a random minor magic item (*Dungeon Master's Guide* table 7–1). Reroll any potion or scroll results.
68–71	Small Riches: Gain a random gemstone (*Dungeon Master's Guide* table 3–6) and 1d6 × 10 gp.
72–75	Weapon Talent: Gain proficiency with a martial or exotic weapon of your choice.
76–78	Undeveloped Ability: Gain a +2 inherent bonus to a random ability score.
79–81	Divine Boon: You can cast a 1st-level divine spell once per day. Once chosen, the spell cannot be changed. Your caster level equals your character level (save DC = 11 + Cha bonus).
82–84	Arcane Boon: You can cast a 1st-level arcane spell once per day. Once chosen, the spell cannot be changed. Your caster level equals your character level (save DC = 11 + Cha bonus).
85–87	Life Anchor: The next time you are reduced to –10 hit points or less, you are instead reduced to –9 hit points and are automatically stabilized. This fortune functions only once.
88–90	Greater Gift: Gain a random medium magic item.
91–93	Major Riches: Gain 1d6 random gemstones (*Dungeon Master's Guide* table 3–6) and 1d10 × 10 pp.
94–96	Reflection: Gain 200 XP per character level.
97–99	Boon of Luck: You may avoid any situation or negative occurance,

	even one that has just occured. This fortune functions only once and does not help those around you.
100	Patron: A powerful outsider takes notice of you and might help you in a time of need. The nature of this outsider is up the DM. This fortune functions only once and cannot be chosen by the drinker (it must be randomly rolled).

FOLLY RESULTS

Drinking from the iron cup allows the drinker to choose his folly, while drinking from the ivory cup results in a random folly. Roll d% for a random folly. The Luck domain ability and other effects that modify rolls cannot be used to adjust a roll on this table.

Result	Folly
01–05	Ailment: Lose 3 hp permanently.
06–10	Dulled Sight: Take a –2 penalty on Spot checks.
11–15	Poor Hearing: Take a –2 penalty on Listen checks.
16–20	Weakling: Take a –1 penalty on all Strength-based skill checks.
21–25	Clumsy: Take a –1 penalty on all Dexterity-based skill checks.
26–30	Rude: Take a –1 penalty on all Charisma-based skill checks.
31–35	Lost Focus: Take a –2 penalty on the skill you possess with the most ranks. Roll randomly if there is a tie. Once set, this penalty does not change.
36–40	Potion Resistance: Gain SR 10 against potions you consume.
41–45	Poor Fortitude: Take a –1 penalty on Fortitude saves.
46–50	Sluggish Reflexes: Take a –1 penalty on Reflex saves.
51–55	Weak Will: Take a –1 penalty on Will saves.
56–59	Slow to React: Take a –2 penalty on initiative checks.
60–63	Ability Weakening: One of your ability scores, determined randomly, is permanently reduced by 1.
64–67	Lesser Curse: Your most expensive magic item gains a permanent drawback, see page 273 of the *Dungeon Master's Guide*. This drawback is randomly determined. Removing all of your magic items before drinking from the fountain does not avoid this effect.
68–71	Lost Wealth: Lose 2d6 × 1,000 gp. This loss comes first from coins and gems, followed by magic times of your choice. Removing such items before drinking from the fountain does not avoid this effect.
72–75	Withering: Your offhand becomes withered and useless. A *regenerate* repairs this damage for 2d6 hours after which time the withering returns.
76–78	Ability Drain: One ability score of your choice is permanently reduced by 2.
79–81	Divine Curse: You do not heal naturally and any attempt to magically heal you must first succeed at a DC 15 caster level check.
82–84	Arcane Curse: Whenever you take damage from a spell or spell-like ability you are also dazed for 1 round if you fail your save. Spells and spell-like abilities that do not give a save do not cause you to be dazed.
85–87	Grave Touch: When below 0 hit points, you lose 2 hit points per round and cannot stabilize without assistance.
88–90	Moral Shift: Your alignment changes to its opposite. Chaotic becomes lawful, good becomes evil and vice versa. Only neutral remains unchanged. You cannot chose this folly if you are neutral in either alignment component.
91–93	Magical Drain: Chose two magic items you possess. All other magic items you own are permanently rendered nonmagical. Removing such items before drinking from the fountain does not avoid this effect. This does not affect artifacts.
94–96	Forgotten Lessons: Lose 200 XP per character level.
97–99	Unlucky: Once per day you must roll twice for any d20 roll, taking the worse result. The DM decides when this occurs and must decide before you roll.
100	Enmity: You have offended a powerful outsider who might try to destroy you in the future. The nature of this outsider is up the DM. This folly functions only once and cannot be chosen by the drinker (it must be randomly rolled).

FOR THE DM

The *fountain of fortune's folly* can easily be placed in any campaign or setting. Powerful artifacts such as this are rare but frequently find their way into the hands or paths of adventurers. When placing the fountain, be sure to locate it in a dangerous site not easily reached. This is important to explain why it has not become a frequent stop for all adventurers. Since it is not portable, multiple trips to it are required if new characters wish to gain its benefits. Of course, villains might make their homes around the fountain to reap the rewards and ambush those foolish enough to seek it out.

You might prefer a different way to determine the fortune and folly bestowed. The simplest method is for the character to roll randomly on both charts (with only one cup available to use). As a twist, the choice of cup used might allow the character to roll twice—or even three times—on one of the charts, taking one of the results, while rolling once on the other chart. Alternatively, the choice of cup used might allow the character to roll once on a chart, taking the result indicated or the result before or after it, while rolling once on the other chart and taking the indicated result. Whatever method you decide, make sure to weigh the powers and penalties the fountain bestows, as they can drastically alter your PCs. The *fountain of fortune's folly* can be a memorable part of a campaign, so long as it does not disrupt your game. ◆

AGE OF WORMS

by F. Wesley Schneider • illustrated by Eva Widermann

Wormfood

SURVIVING THE AGE OF WORMS ADVENTURE PATH

MAKING AN ENTRANCE

While the pages of *Dungeon* magazine present everything a DM needs to run the Age of Worms Adventure Path, every month *Dragon* gives the players of that—or any other campaign—tools to enhance their gaming experience.

You've slain the dragon and saved the town. That's the easy part. Now the king, his entire court, and a legion of the most prestigious and influential personalities in the land want to meet you and, worst of all, you have nothing to wear!

In nearly every character's life there comes a time to hobnob with the rich and famous of the realm. Such meetings serve as proof that the character has finally hit the big time and is worthy of great people's time and attention. Yet, in many cases, purchasing a few underused side items from the *Player's Handbook* serves as the only preparation for such events. These simple fineries, though, do little to simulate the pomp and ostentation many real world aristocrats and celebrities put into their presentation. Considering worlds where magic and marvelous beasts are available for sale, the measures of excess and showmanship one might go to in the name of fashion are limitless.

Presented here is a new system meant to reward players who make an appearance beyond that provided by a basic noble's outfit and jewelry. The following adornments, services, and attendants all provide "style points" toward netting a character bonuses on Charisma-based skill checks made toward a certain group or class of people. Many have an associated cost in gold pieces or time that must be met to gain the noted number of points. For every 10 style points you accrue, you gain a +1 bonus on all Charisma-based skill checks made toward a certain class of people—in this case, the wealthy and elite—for 1 day.

For those playing the Age of Worms Adventure Path currently being published in *Dungeon*, all of the luxuries and accouterments described here come from the town of Alhaster in the Bandit Kingdom of Redhand. This city is described in detail in *Dungeon* #131, and the fashion system presented here could prove particularly useful in the adventure "The Prince of Redhand," also appearing in that issue.

PREPARATION

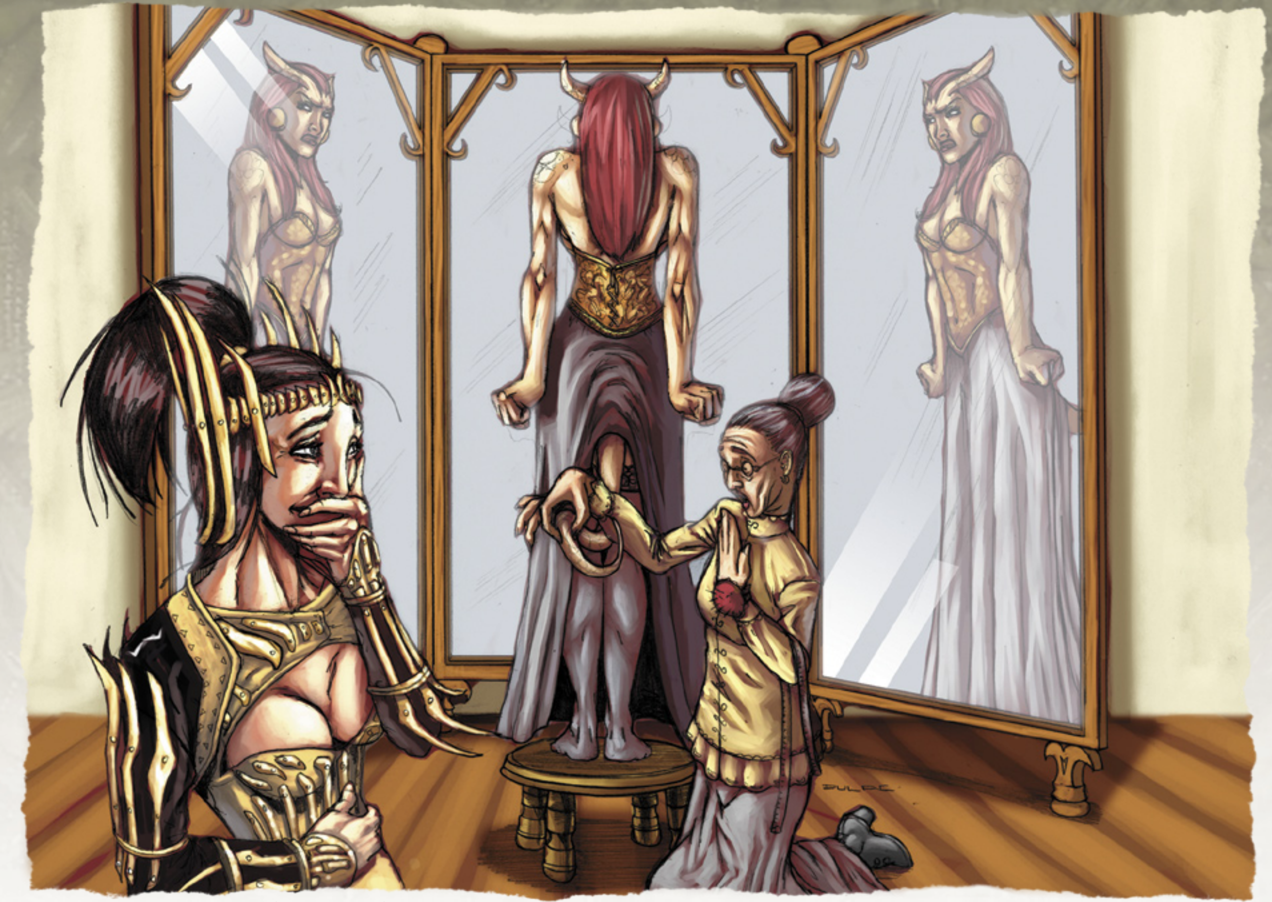
"Trust me, darling, you'll look fabulous."

Characters might gain style points from numerous forms of preparation.

Miomay's Playhouse: A hairdresser at the playhouse, Ril Shimeise, accepts outside customers on the side. An artist whose medium is hair and makeup, Shimeise's work has a distinctly theatrical style, making frequent use of flamboyant make-up, towering coiffures, and even subtly placed prosthetics.

Cost: 2 hours and 50 gp; *Style Points:* +2.

The Deluxury: A standard service of this den of pleasures is "The Soak," a series of custom baths and massage regimens meant to relieve specific stresses. While a mint bath with an hour long massage of the left hand should relieve anxiety related to meeting new people, a 2-hour-long steam bath heated by ipt-wood fires followed by an equally long scalp massage should thoroughly prepare one to meet royalty.



Cost: 1 hour and 50 gp (mint bath) or 4 hours and 250 gp (steam bath); *Style Points:* +2 (mint bath) or +4 (steam bath).

The Scarlet Spire: Aside from being the mistress of death and magic, Wee Jas is also the goddess of vanity. This temple of the Stern Lady in Alhaster makes a tidy profit on the side, anointing dandies and debutantes with specially formulated holy tinctures. Those who allow a cleric of Wee Jas to dab these blood-colored liquids upon their foreheads gain a barely perceptible crimson glow that persists for 1 day (this glow provides no appreciable illumination).

In addition to the noted style points, those under the effects of this blessing gain a +1 bonus on Diplomacy checks when dealing with servants of Wee Jas for 1 day.

Cost: 300 gp; *Style Points:* +4.

WHO ARE YOU WEARING?

"That's so last season. Let me show you what they're all wearing in the Free City."

A character can only wear clothing and gain style points from one clothing shop.

Alexstrasia's Boudoir: Specializing in women's clothing, Alexstrasia's provides the cutting edge of fashion to a "deserving" few. Alexstrasia herself is a prudish old woman, steeped in her own classist nature and impeccable personal sense of fashion. Her designs, however, show that much of her self-superiority is well deserved. Any who wish to purchase a dress made by Alexstrasia must succeed at a DC 20 Diplomacy check to prove herself worthy of Alexstrasia's work. Those who fail are curtly told to leave, while those who succeed must undergo a laborious fitting and tailoring process.

Cost: 3 hours and 800 gp; *Style Points:* +7.

Lafond's of Alhaster: Something akin to a royal court itself, any who enter Lafond's are immediately set upon by a legion of attendant tailors, seamstresses, and wine and hors d'oeuvre-bearing servants. The height of high fashion, nearly all of the shop's formal wear is cut of a strange white material, mysteriously prone to degrading after only a week or two's time. For that period, though, they are considered well worth the expense. These clothes are in fact created with the help of three enslaved ettercaps kept below Lafond's that supply a specially treated fabric made from their webbing.

In addition to the noted style points, those wearing a gown or suit from Lafond's gain a +1 bonus on Diplomacy checks when dealing with araneas, drow, ettercaps, and other intelligent spider lovers.

Cost: 1 hour and 600 gp; *Style Points:* +6.

Patchwork: Situated near Alhaster's seediest docks, Patchwork is the store of Marissa Crumn, a frazzled human seamstress and mother of nine. Catering to the clothing needs of her brood has made Marissa a wonder with a string and needle and her creations—those that she can make when not chasing her rambunctious children about the city—are some of the most stylish secrets in Alhaster.

Those who wish to buy clothing from Crumn's shop must first make a DC 24 Gather Information check to even learn of her store. She must also have either a full day without interruption to tailor special orders or five days if her children distract her.

Cost: 1 day or 5 days and 60 gp; *Style Points:* +4.

ACCESSORIES

"Now for the pièce de résistance."

Characters might find any number of fashionable "finishing touches" about Alhaster that add to their total number of style points.

Bottles and Bits: An overpriced junk shop hidden in one of Alhaster's worst slums, Bottles and Bits holds a trove of treasures amid more common junk. While antique broaches and ancient military badges might be all the rage, no one of reputation wants to be seen near the place.

Those who wish to buy from Bottle and Bits must make a DC 18 Hide check to avoid being seen near the store. Failing this check results in the loss of –2 style points.

Cost: 30 gp (average); *Style Points:* +3.

Hopefield Haberdashery: A halfling obsessed with his work, Ghim Hopefield makes the finest and most extravagant hats in Alhaster. The pride of his creations is a woman's hat fit for a cloud giant, which hangs from the ceiling of his store. Willing to go to any length or extreme for his creations, Hopefield often integrates the pelts and plumage of rare or dangerous animals into his works to extraordinary effect.

Because of the materials Hopefield uses in his designs, anyone wearing one of his hats takes a –1 penalty on Charisma-based skill checks when dealing with druids, rangers, clerics of nature deities, or other nature lovers.

Cost: 200 gp; *Style Points:* +3.

Iomandi's Wonders: A curio shop with a flair for the dramatic, magic plays over much of the store's merchandise. From tiaras constructed of burnt out *ioun stones* to buckles, buttons, and links accented in permanent *faerie fire*, spellcasters of all walks eagerly pay Iomandi's outrageous prices.

In addition to the noted style points, those wearing jewelry from Iomandi's gain a +1 bonus on Diplomacy checks when dealing with wizards, sorcerers, and magic-obsessed creatures.

Cost: 800 gp (average); *Style Points:* +5.

HERALDS AND ATTENDANTS

"My lords and ladies, your attentions please!"

Whether a personal herald to announce one's arrival or a secretary to mange a social calendar, attendants say much about a character's importance and add style points. Attendants charge by the hour and tradition holds that, even after performing their roles, assistants are paid for the duration of the event. Those who dismiss their servants before the celebration ends lose –2 style points per attendant. Characters can have as many attendants as they're willing to pay for.

The Erroneous Midge: A half-crazed gnome with delusions of fame, the Erroneous Midge (CN gnome bard 3) wants nothing more than to serve as the personal jester of Prince Zeech. Unfortunately, the prince recently took a new fool, who he seems quite happy with. Thus, the Erroneous Midge holds a one-sided enmity toward the prince's spriggan jester, the Ominous Fabler, and does all he can to ruin the fey's performances and announcements. While the gnome is an amusing servant and a flamboyant announcer, characters might have to prevent him from taking his hatred of the Prince's jester too far.

Cost: 5 gp per hour; *Style Points:* +3.

Inga Trolworp: A prudish secretary and a scholar of manners, Mrs. Trolworp (LN human aristocrat 5) is one of the most skilled coordinators and personal managers in Alhaster. The purse-lipped, white-haired spinster provides her master with curt instructions on etiquette and high society throughout the evening, translating into a +2 bonus on skill checks related to local customs and manners.

Cost: 7 gp per hour; *Style Points:* +3.

FOR THE DM

Those who wish to make further use of this system might adapt it to provide bonuses when dealing with other social classes, specific organizations, whole races, or any number of other noteworthy groups. While a character might not dress in jewelry and normal frippery to impress a group of dwarves, a well-braided beard and a keg of ale might make interaction far easier.

Shrieking Sammi: A slightly "off" urchin from the city slums, Sammi (CG human commoner 1) is barely fifteen years old and eagerly wants to meet the prince. If she can convince a character to let her attend him at Prince Zeech's celebration she does her best to be the loudest herald ever, belting out an introduction in a shrill scream. This piercing announcement offends every partygoer except for the prince himself, who becomes quite entertained by the girl and might have her introduce her master multiple times. A character who brings Sammi to the celebration takes a –1 penalty on Diplomacy checks for the entire event, except when dealing with Prince Zeech, with whom she gains a +1 bonus on Diplomacy checks.

Cost: None; *Style Points:* +1.

Siobhan: An exotic half-elven beauty of wild elf ancestry, Siobhan (N half-elf rogue 3) lives by her stunning appearance and irresistible charms. Once, at any point during the night, Siobhan's master can have her "warm up to" a specific partygoer. This social seduction takes at least 2 hours to perform and the DM determines whether or not the attention is welcome. If it is, Siobhan's master gains a +1 bonus on all Charisma-based checks made toward that character for the rest of the celebration. If targeted, Prince Zeech blatantly ignores Siobhan's advances, wasting her ability for the evening.

Cost: 10 gp per hour; *Style Points:* +4.

Age of Worms

by Mike McArtor • illustrated by Chad DuLac and Jim Zubkavich of UDON

Wormfood

Surviving the Age of Worms Adventure Path

The Heart of Darkness

High-Level Wilderness Exploration

While the pages of *Dungeon* present everything a DM needs to run the Age of Worms Adventure Path, every month *Dragon* gives the players of that—or any other campaign—tools to enhance their gaming experience.

By the time characters reach high levels, they usually possess enough tricks (as class abilities and equipment) to make them effectively immune to the ravages of weather and the risks of mundane hazards. While weather and ground-based hazards no longer truly challenge a balanced party of well-prepared characters, even a high-level party must put forth more effort than simply casting a few spells and crafting a magic item or two. Even without an increase in the power of creatures threatening a party, exploring the unknown is a challenge at every level of play.

Many high-level characters who struggle in the wilderness do so because they assume they can simply fly or teleport to their destination, ignoring any threat along the way. They enter the wilds prepared for a weekend outing rather than for the strenuous task set before them. Thus, even those who should know better (like barbarians, druids, and rangers) enter the wild ill prepared to uncover its secrets.

Of course, exploration and discovery encompasses much more than mere survival. Whether hunting for the location of a lost artifact or hoping to discover the fate of a dead civilization, most characters enter the wilderness with a specific purpose in mind: few go off into uncharted lands for pleasure.

DIVINATION

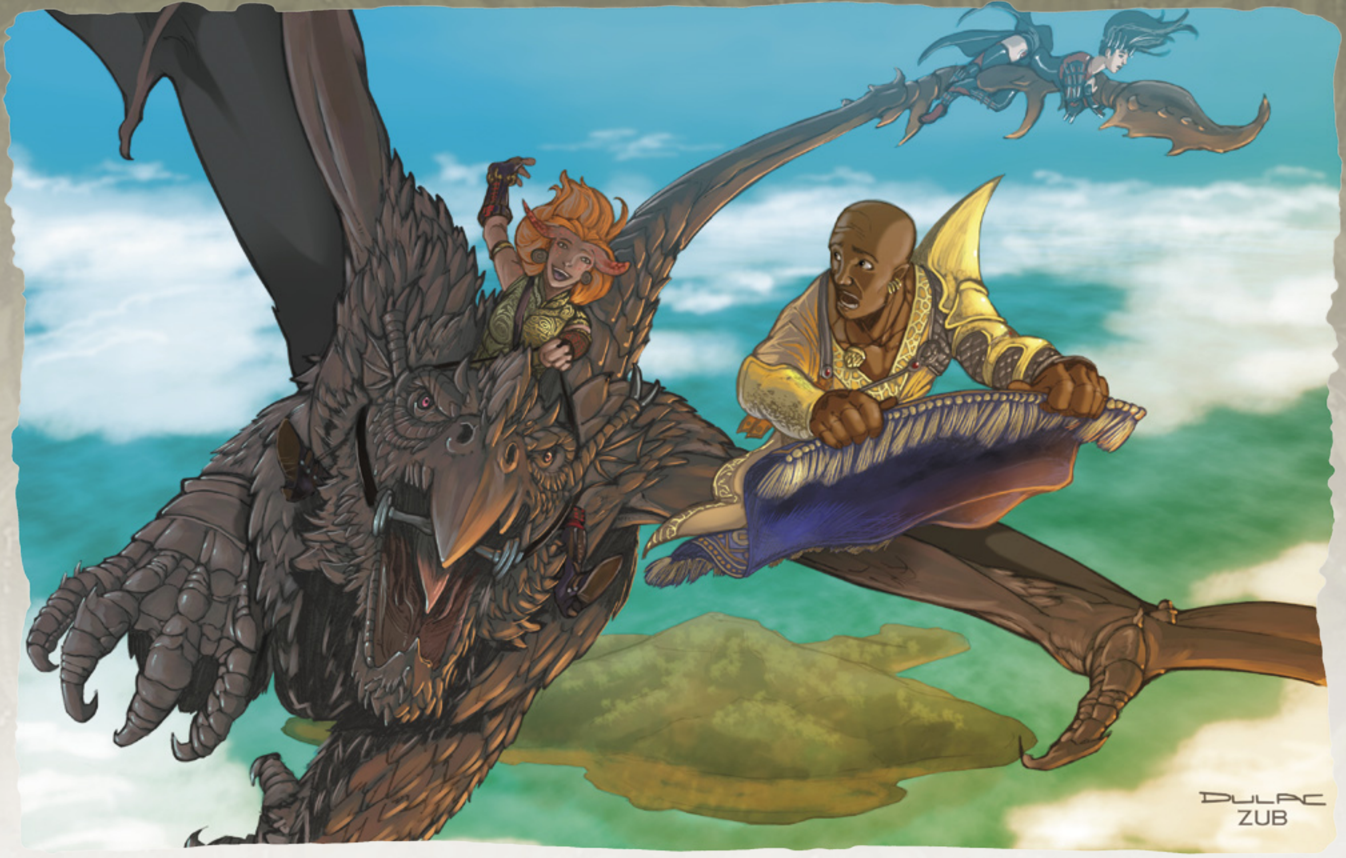
At first, it might seem that divination magic (in combination with teleportation magic) should eliminate the need for high-level characters to explore uncharted lands. In actuality, while most divination spells can certainly show a group where to go or how to get there, they don't offer any aid in getting there.

Clairaudience/Clairvoyance: This spell does little to aid a group exploring the unknown. Its relatively short duration doesn't hurt it as badly as its relatively short range. In an area of dense underbrush *clairvoyance* can give the party a view of the forest up ahead. Of course, in the 10 minutes it takes to cast the spell the party's sneakiest members—or a *prying eyes* spell—could move up to the area, perform reconnaissance, and return with a detailed report.

Crystal Balls, Scrying,* and *Greater Scrying: These methods of long-distance viewing don't help with wilderness exploration unless the party is hunting down a particular known creature. For that use, *locate creature* (with its significantly shorter casting time and greater duration than *scrying*). A *crystal ball* comes in handy, though, if the party's stealthy members scout ahead. It allows the rest of the party to follow their movements, mapping where they go and noting hazards and barriers along the way.

Find the Path: While capable of eliminating the passive protection offered by a maze or labyrinthine cavern complex, *find the path* does little to help a party explore. Its greatest use in a wilderness setting comes in preventing a party from becoming lost. If a group establishes a base camp from which it explores, *find the path* can chart the way back.

Locate Creature* and *Locate Object: If the party enters the wilderness seeking a particular object or creature, these spells help direct it where to go. When combined with *find*



the path, these spells can lead characters right to their quarry.

EXPLORATION

While much slower and more perilous than divination, physical exploration can uncover treasure or ruins that divining parties miss.

BY AIR

Flight offers characters the most effective way of both discovering the lay of the land and of covering vast distances. By far the fastest and easiest mode of exploration, flight unfortunately is also the most difficult to obtain and expensive. Most methods of flight available to PCs can only take a few characters (or just one) at a time, meaning that most parties must take to the air in a variety of different ways.

While flying above obstacles can greatly reduce travel time and increase safety, it is not without its risks. Parties in need of stealth cannot rely on flight for long periods of time, as a flying creature has no natural, nonmagical way of hiding from spying eyes. Other flying creatures might attack for all the same reasons as ground-borne attackers: greed, hunger, or protection of territory. Depending on the mode of flight, a character knocked unconscious while in the air might also face the very real possibility of falling to his death.

***Air Walk* and *Overland Flight*:** These spells work well for a small number of targets, but for the rest of the party they provide no benefit. *Air walk,* with a duration of only 10 minutes per level, doesn't last long enough for extensive exploration (a 12th-level caster can only keep himself or an ally aloft for 2 hours), nor does it provide any increase in the spell recipient's speed (meaning the character can only cover a few miles per casting).

***Carpets of Flying*:** The most cost-effective permanent way of transporting multiple characters at a time, the largest *carpet of flying* can carry four Medium or Small characters easily and a few more if they squeeze (although taking even four Medium characters increases the chance of slowing the carpet). In order to maximize the usefulness of the carpet in a party that mixes its flight options, only smaller characters with light or no armor and gear should ride a carpet. Heavier characters should rely on spells, mounts, or *wing of flying.*

***Fly* and *Winged Boots*:** While an excellent tactical spell, *fly*'s short duration makes it impractical as anything more than a way of overcoming an immediate ground-based obstacle or for scouting out the nearby lay of the land. *Winged boots* only allow their wearer to *fly,* as the spell, putting them in the same category of usefulness.

Mounted: While a flying mount might seem like an extravagance to a low-level or mid-level character, once characters reach high levels they should have less of an obstacle in securing a mount that can take to the air. While a character can always purchase a creature trained to serve as a mount (or procure a young flying creature and raise it to act as the character's steed), the Leadership feat actually works best as a means of acquiring a loyal flying mount. As explained on page 200 of the *DUNGEON MASTER's Guide,* with the DM's permission a leader can acquire a special cohort. Of the creatures listed on the special cohorts table on page 199, the dragonne, griffon, pegasus, and young green dragon can all serve as flying mounts. Other dragons can also serve as special cohort mounts as well, as explained on page 136 of the *Draconomicon.*

Airships present a more fanciful and rare method of mounted flight. Campaigns set in Eberron might include the use of an elementally bound airship. Other settings, such as the Forgotten Realms, also have airships (but they appear more rarely). Airships combine all the best aspects of ships (large carrying capacity and protection from the elements) with the best aspects of flight, but at a significant cost.

Transmutation: A druid can wild shape into a bird or other flying animal, while a sorcerer can *polymorph* the rest of the party into similar flying creatures. *Polymorph* has a very limited duration, though, making it (like the *fly* spell) useful only for overcoming immediate obstacles. A party capable of casting *polymorph any object,* however, need not worry about duration.

Wind Walk: Easily the most effective way to move a group over large unexplored distances, *wind walk* has no real drawback. Any cleric or druid capable of casting the spell can take herself and at least three of her friends into the air. In a large party, a second high-level divine spellcaster can help ensure that the entire group can take *fly*. At 1 hour per level, and with the option of increasing flight speed to 60 miles per hour, a party can cover at least 720 miles in a long day with a single casting. *Wind walk* changes its recipients into a cloud-like vapor, as the *gaseous form* spell, making them somewhat invulnerable to attacks but generally unable to defend themselves. A party that plans ahead, however, can minimize this drawback by ensuring that everyone under the effect of the spell has numerous protections in place.

Wings of Flying: Despite their great cost, *wings of flying* are the most effective way of granting flight to a single character. They have no limitation of use and provide a 60-foot fly speed (roughly 6 miles per hour). As long as the character wearing them can carry his load, he can haul himself and a great deal of equipment a long way.

BY LAND

The traditional way of exploring, tromping across the land brings with it the greatest risks, but also the greatest possibilities of reward. While a flying party might not see a cave or tree-filled ruin, a group on the ground might stumble into adventure (and wealth) by accident.

On Foot: Slow. Monotonous. Dangerous. Trudging across wilderness on foot is no fun. It's the easiest way to go, however, and offers the most flexibility. With the proper application of magic (such as *expeditious retreat* or *boots of striding and springing*) even the most heavily laden or shortest-legged character can walk at a respectable pace, and might even keep up with barbarians, monks, and scouts.

Mounted: Even a low-level party can afford or acquire mounts. While not significantly faster than foot travel in the wilderness, mounts at least can protect their riders from some of the more annoying aspects of ground travel: burrs, rocks in boots, wet feet, and boot-grabbing mud. Quality alone separates a low-level mounted party from its high-level mounted superiors. While a 2nd-level party might ride a variety of horses and ponies, a 15th-level party might take to the wilderness on the backs of unicorns, dire bears, or even more unusual creatures. Mounts are not a perfect solution, though: a party with mounts simply cannot go everywhere a walking party can. Most mounts cannot climb cliffs, squeeze into caves, or slip through thick underbrush.

BY SEA

The sea often acts as the last great wild area to explore, but few campaigns focus on underwater (or even above water) exploration. Travel by sea can still represent a significant portion of a party's time exploring, even if the DM merely glosses over it with a declaration that time has passed. Long sea voyages put crews at risk of scurvy and other hazards, but a few magic-wielding PCs can alleviate most of those concerns.

Ship: A ship can carry the entire party, its mounts, and its gear. Of course, a ship is limited in where it can go, and even one near land must find a safe harbor or risk grounding (or worse). Going by ship, however, remains both a reliable and relatively cheap way of getting from one place to another.

Water Walk: In some ways *water walk* seems like the watery equivalent to *air walk:* they have the same duration and do nothing to increase their targets' rate of movement. *Water walk* has two significant advantages, though: it can affect more than one creature (one per caster level, in fact) and it allows for easy movement over such varied and slowing obstacles as mud, ice, and snow. One high-level cleric can place this spell on an entire party (even a large one) with one casting, while even a high-level ranger can affect a party with one or two castings. Once under the effect of *water walk,* a party can disembark from its ship and cross to the beach without need of a landing craft. *Water walk* even works well for landlocked parties crossing ice fields, swamps, rivers, or other watery obstacles.

TELEPORTATION

By far the quickest way of moving from point to point, teleportation carries with it several drawbacks when used for exploration. *Greater teleport* removes the range limit and danger of arriving off target inherent in *teleport,* but it still requires at least a divination spell to use effectively. Teleportation magic helps to cut down on travel time by moving the party to a visible but distant area, such as the bottom of a cliff, the far side of a valley, or the top of a plateau or mountain. The use of *teleport* (or *greater teleport*) in this instance can save as much as a day's worth of travel for the party.

SPEEDS AND CARRYING CAPACITIES OF MOUNTS

Not every creature that can act as a mount wants to serve as a mount. Depending on its disposition, you might be able to train it, bribe it, or magically dominate it to carry you. Some creatures listed here might also require special saddles, riding platforms, or other means of keeping riders comfortably (and safely) on their backs.

		Carry Capacity		
Mount	**Speed (Fly)**	**Light**	**Medium**	**Heavy**
Animal				
Bear, Black[1]	40 ft.	174 lb.	349 lb.	525 lb.
Bear, Brown	40 ft.	1,038 lb.	2,079 lb.	3,120 lb.
Bear, Polar	40 ft.	1,038 lb.	2,079 lb.	3,120 lb.
Bison	40 ft.	519 lb.	1,038 lb.	1,560 lb.
Camel	50 ft.	300 lb.	600 lb.	900 lb.
Donkey[1]	30 ft.	50 lb.	100 lb.	150 lb.
Elephant	40 ft.	3,192 lb.	6,384 lb.	9,600 lb.
Lion	40 ft.	459 lb.	918 lb.	1,380 lb.
Tiger	40 ft.	600 lb.	1,200 lb.	1,800 lb.
Wolf[1]	50 ft.	75 lb.	150 lb.	225 lb.
Wolverine[1]	30 ft.	87 lb.	174 lb.	262 lb.
Ant, Giant (Soldier)[1]	50 ft.	87 lb.	174 lb.	262 lb.
Chimera	30 ft. (50 ft.)	348 lb.	699 lb.	1,050 lb.
Dinosaurs				
Deinonychus	60 ft.	232 lb.	466 lb.	700 lb.
Megaraptor	60 ft.	306 lb.	612 lb.	920 lb.
Triceratops	30 ft.	3,192 lb.	6,384 lb.	9,600 lb.
Tyrannosaurus	40 ft.	1,600 lb.	3,200 lb.	4,800 lb.
Dire Animals				
Dire Badger[1]	30 ft.	87 lb.	174 lb.	262 lb.
Dire Bat	20 ft. (40 ft.)	172 lb.	346 lb.	520 lb.
Dire Bear	40 ft.	1,836 lb.	3,672 lb.	5,520 lb.
Dire Boar	40 ft.	1,038 lb.	2,079 lb.	3,120 lb.
Dire Lion	40 ft.	798 lb.	1,599 lb.	2,400 lb.
Dire Tiger	40 ft.	1,038 lb.	2,079 lb.	3,120 lb.
Dire Weasel[1]	40 ft.	87 lb.	174 lb.	262 lb.
Dire Wolf	50 ft.	798 lb.	1,599 lb.	2,400 lb.
Dire Wolverine	30 ft.	519 lb.	1,038 lb.	1,560 lb.
Dragonne	40 ft. (30 ft.)	348 lb.	699 lb.	1,050 lb.
Eagle, Giant	10 ft. (80 ft.)	300 lb.	600 lb.	900 lb.
Gorgon	30 ft.	459 lb.	918 lb.	1,380 lb.
Griffon	30 ft. (80 ft.)	300 lb.	600 lb.	900 lb.
Hippogriff	50 ft. (100 ft.)	300 lb.	600 lb.	900 lb.
Krenshar[1]	40 ft.	57 lb.	114 lb.	172 lb.
Nightmare	40 ft. (90 ft.)	300 lb.	600 lb.	900 lb.
Nightmare, Cauchemar	40 ft. (90 ft.)	612 lb.	1,224 lb.	1,840 lb.
Owl, Giant	10 ft. (70 ft.)	300 lb.	600 lb.	900 lb.
Pegasus	60 ft. (120 ft.)	300 lb.	600 lb.	900 lb.
Roc	20 ft. (80 ft.)	11,184 lb.	22,368 lb.	33,600 lb.
Shadow Mastiff[1]	50 ft.	129 lb.	259 lb.	390 lb.
Spider Eater	30 ft. (60 ft.)	306 lb.	612 lb.	920 lb.
Unicorn	60 ft.	399 lb.	798 lb.	1,200 lb.
Unicorn, Celestial Charger	60 ft.	699 lb.	1,398 lb.	2,100 lb.
Worg[1]	50 ft.	129 lb.	259 lb.	390 lb.
Wyvern	20 ft. (60 ft.)	332 lb.	466 lb.	700 lb.
Yrthak	20 ft. (60 ft.)	532 lb.	1,064 lb.	1,600 lb.

[1] As a Medium creature, a mount of this kind can only carry a Small or smaller rider.

AGE OF WORMS

by Jeremy Walker • Chad Dulac with UDON and Jim Zubkavich

Wormfood

SURVIVING THE AGE OF WORMS ADVENTURE PATH

FORGOTTEN MAGIC

While the pages of *DUNGEON* magazine present everything a DM needs to run the Age of Worms Adventure Path, every month *DRAGON* gives the players of that—or any other campaign—tools to enhance their gaming experience.

In past ages, the Order of the Storm was a powerful cabal of druids and mages, dedicated to the preservation of the world and the destruction of undead. The forces of Kyuss and their draconic allies destroyed this sacred order centuries ago, stamping it out so thoroughly that memory of it has faded away. Foreseeing their imminent demise, these powerful spellcasters found a way to ensure that the knowledge they possessed concerning Kyuss and his allies would be preserved, safe both from the prying eyes of the curious and the shrouding mists of time.

During the course of the Age of Worms Adventure Path, the PCs discover the deserted paradise of this long-forgotten order and have a chance to learn some of its secrets. While the knowledge they gain is itself invaluable, some PCs might want something of more intrinsic value.

While they were renowned for both the power of their spells and the wisdom of their sages, the Order of the Storm also counted some of the most gifted artificers the world has ever seen among their numbers. When they disappeared, they took their secrets with them, and many powerful magic items vanished from the world, never to be seen again. Until now.

Because of the Order of the Storm's intimate knowledge of both dragons and the undead, most of its powerful creations either utilized the resources these monsters provided or were designed to aid in their destruction. Here is a selection of such items, now available for the PCs to create or commission.

AMULET OF LIGHT

Long ago, these simple sunburst pendants were given to the order's front-line soldiers to aid in the destruction of their undead foes and to prevent their comrades from rising as undead even as they fell. Each of these pendants radiates a continual *consecrate* effect, as the spell.

Moderate evocation; CL 5th; Craft Wondrous Item, *consecrate;* Price 25,000 gp; Weight 1 lb.

BREATHDRINKER SWORD

This ornate *+3 greatsword* possesses an inordinate amount of ornamentation. The blade itself is serrated, and numerous hooks, spikes, loops, and crossguards project irregularly from its surface. The grip contains an intricate wire handle, which flows over the hands of the wieldier and binds the sword to his flesh while he wields it. The sword grants its user a +8 circumstance bonus on checks made to resist disarming. The wielder is also immune to any energy damage resulting from breath weapons. In addition, once the sword has protected its wielder from a breath weapon, he can choose to store the energy of the breath weapon within the sword or have it dissipate harmlessly. If he chooses to store the energy, he is no longer protected from any future breath weapons as long as the energy remains stored, but if he successfully hits an opponent with the *breathdrinker sword* while it retains this stored power he may choose to

release it. If he does, his target suffers the breath weapon's effects in addition to the attack's normal damage (dealing the same damage with the usual Reflex save for half). The sword may retain its stored energy no longer than one day, after which it dissipates harmlessly. The sword offers no protection against breath weapons that do not deal energy damage.

Strong abjuration and evocation; CL 14th; Craft Magic Arms and Armor, *protection from energy, spell turning;* Price 50,350 gp; Weight 4 lb.

CLOAK OF THE SORCERER-KING

Like the ripples of sunlight off a pool of water, the brilliant colors of this full-length cloak seem to dance and swirl as its wearer moves. Woven from hundreds of tiny scales taken from each of the five chromatic dragons, this cloak has the ability to imbue the wearer with some of their power.

The *cloak of the sorcerer-king* grants its wearer a +6 enhancement bonus to Charisma. In addition, it allows the wearer to take on the aspect of each of the chromatic dragons once per day, gaining some of the abilities of that dragon. Activating an aspect is a standard action for the wearer, and each aspect lasts for 1 minute. No other aspect may be assumed for the duration of the effect. The following describes the aspects and their effects.

Black: The cloak becomes jet black and drinks in the surrounding light like a bottomless pit. The wearer's features shift subtly, his skin and hair take on a grayish cast and his eyes become an acidic shade of green. The wearer gains acid resistance 30 and may cast *darkness* once as a spell-like ability while the aspect lasts (CL 18th). In addition, any sorcerer spell he casts with the acid or water descriptor is automatically extended and empowered, as the metamagic feats, with no adjustment to the spell's level or casting time.

Blue: The cloak becomes dark blue and faint sparks of electricity dance over it. The wearer's features shift subtly, his skin and hair take on a bluish cast and his eyes fade to pure white. The wearer gains electricity resistance 30 and may cast *ventriloquism* once as a spell-like ability while the aspect lasts (CL 18th). In addition, any sorcerer spell he casts with the electricity or earth descriptor is automatically extended and empowered, as the metamagic feats, with no adjustment to the spell's level or casting time.

Green: The cloak becomes deep, forest green, and seems to fade into natural vegetation. The wearer's features shift subtly, his skin and hair take on a greenish cast and his eyes become a sickly shade of yellow. The wearer gains acid resistance 30 and may cast *suggestion* once as a spell-like ability while the aspect lasts (CL 18th). In addition, any sorcerer spell he casts with the acid or air descriptor is automatically extended and empowered, as the metamagic feats, with no adjustment to the spell's level or casting time.

Red: The cloak becomes bright red and seems to smoke and smolder.

The wearer's features shift subtly, his skin and hair take on a reddish cast, and his eyes glow with a golden light. The wearer gains fire resistance 30 and may cast *locate object* once as a spell-like ability while the aspect lasts (CL 18th). In addition, any sorcerer spell he casts with the fire descriptor is automatically extended and empowered, as the metamagic feats, with no adjustment to the spell's level or casting time.

White: The cloak becomes snow white and a chill hangs over it. The wearer's features shift subtly, his skin and hair fade to a bleached white, and his eyes darken to pure black. The wearer gains cold resistance 30 and may cast *fog cloud* once as a spell-like ability while the aspect lasts (CL 18th). In addition, any sorcerer spell he casts with the cold descriptor is automatically extended and empowered, as the metamagic feats, with no adjustment to the spell's level or casting time.

Strong abjuration and transmutation; CL 18th; Craft Wondrous Item, *eagle's splendor, resist energy,* creator must be a sorcerer; Price 102,000 gp, Weight 2 lb.

CORPOREAL LODESTONE

This powerful ward resembles nothing more than an unremarkable 1-inch-diameter sphere of polished steel. The lodestone's power, however, is a great blessing to those who battle incorporeal undead and creatures who can travel ethereally. The lodestone strengthens the boundary between the Ethereal Plane and the Material Plane, preventing any incorporeal undead from manifesting within a 20-foot radius. It also prevents any travel to and from the Ethereal Plane within that radius, negating the effects of spells such as *blink, ethereal jaunt,* and *etherealness.* Because the lodestone is so tightly bound to the Material Plane, it may not be taken to another plane. Any time its possessor is transported across planes, the lodestone remains behind.

Strong abjuration; CL 15th; Craft Wondrous Item, *dimensional lock;* Price 39,000 gp; Weight 1 lb.

DOOMSLAYER BOW

Possibly the Order of the Storm's deadliest achievement, the means of crafting these bows remained a closely guarded secret for millennia. Crafted from ordinary yew and trimmed with dragon bone, there is little about this nondescript bow that reveals its undeniable power. A +2 *composite longbow* (+5 Strength), this bow allows the wielder to find the weak spots in his enemy's hide, allowing him to ignore any natural armor bonus (including any enhancement bonuses to that natural armor) for one attack three times per day. The wielder must declare that he is using this ability (a free action) before the attack roll is made.

Strong divination; CL 16th; Craft Magic Arms and Armor, *true strike;* Price 50,900 gp; Weight 3 lb.

DRAGONBANE SCEPTER

Crafted from adamantine and studded with precious and semi-precious stones, this scepter grants the ability to penetrate the arcane defenses of the most powerful dragons. The wielder receives a +4 bonus on caster level checks to overcome the spell resistance of dragons.

Moderate (no school); CL 10th; Craft Rod, Greater Spell Penetration; Price 5,500 gp.

ELIXIR OF DRACONIC ESSENCE

This elixir comes in five varieties, one for each of the five chromatic dragons. Made from the blood of true dragons and enhanced by magic, the elixir grants powers of its associated creature to whomever drinks it. Thick scales of the appropriate color cover the drinker's skin, granting him a +4 enhancement bonus to his existing natural armor bonus. Meanwhile, his physique grows in power to match his draconic form. He gains a +8 enhancement bonus to Strength, a +4 enhancement bonus to Constitution, a +2 enhancement bonus to Intelligence, and a +2 enhancement bonus to Charisma. His face extends into a fierce snout, while his fingers twist into sharp claws, giving him 2 claws and a bite he can use as natural attacks (damage is based on size, see the Dragon Essence table). Powerful wings burst from his shoulders, giving him a fly speed of 60 feet (average). He gains a breath weapon of the appropriate type (see the Dragon Essence table) usable once every 1d4 rounds, dealing 6d6 points of damage. A DC 14 Reflex save halves this damage. The drinker also gains complete immunity to the energy type associated with his breath weapon. These effects remain for 10 minutes.

Moderate transmutation; CL 11th; Craft Wondrous Item, *polymorph;* Price 6,550 gp; Weight 1 lb.

PHYLACTERY OF PROTECTION FROM EVIL

This phylactery continuously grants the wearer the effects of the *protection from evil* spell. While this type of protection is the most common version of this item, phylacteries for the other protection from alignment spells also exist.

Moderate abjuration; CL 7th; Craft Wondrous Item, *magic circle against evil;* Price 30,000 gp; Weight 1/2 lb.

QUICKSILVER CLOAK

This shimmering silver cloak seems to be spun from quicksilver. Its form constantly ripples and flows around the wearer and light dances across its surface. It grants the wearer complete immunity to paralysis and a +10 competence bonus on Escape Artist checks.

Moderate abjuration; CL 7th; Craft Wondrous Item, *freedom of movement;* Price 25,000 gp; Weight 2 lb.

RING OF DEATH WARD

This ring continuously grants its wearer the protection of the *death ward* spell.

Moderate abjuration; CL 7th; Forge Ring, *death ward;* Price 60,000 gp; Weight —.

DRAGON ESSENCE

Size	Bite	Claws
Fine	1	—
Diminutive	1d2	1
Tiny	1d3	1d2
Small	1d4	1d3
Medium	1d6	1d4
Large	1d8	1d6
Huge	2d6	1d8
Gargantuan	3d6	2d6
Colossal	4d6	3d6

Dragon Variety	Breath Weapon
Black	60-foot line of acid
Blue	60-foot line of lightning
Green	30-foot cone of corrosive (acid) gas
Red	30-foot cone of fire
White	30-foot cone of cold

SHIELD OF THE SUN

This +2 *heavy steel shield* has a highly polished concave reflective surface that contains a large golden gem at its center. Twice per day, on command, the gem can ignite a brilliant beam of sunlight, blinding the living and destroying the undead. This effect is equivalent to a *sunbeam* spell (caster level 13th).

Strong evocation; CL 13th; Craft Magic Arms and Armor, *sunbeam;* Price 74,170 gp; Weight 15 lb.

SHROUD OF UNDEATH

This mantle is made from plain gray silk, embroidered with delicate white tracings of powerful runes of death and warding. Worn over normal clothing or armor, it continuously gives the wearer the benefits of the *hide from undead* spell (Will save DC 15).

Faint abjuration; CL 3rd; Craft Wondrous Item, *hide from undead;* Price 7,500 gp; Weight 1 lb.

SKULL OF DRAGONFORM

Crafted from the skulls of the mightiest dragons, magically resized to fit over a humanoid-sized head, these items are among the most sought-after of the order's creations—for who has not wished to be a dragon? This item comes in five varieties, each crafted from the skull of a different-colored chromatic dragon. Once per day, the wearer may transform into a juvenile dragon of the appropriate kind. This effect lasts for 1 hour, although it may be dismissed at any time as a standard action. The effect functions as the *polymorph* spell (caster level 17th, without the HD restriction), except that the wearer gains the breath weapon of the dragon he becomes, as well as its sensory abilities (darkvision, keen senses, blindsense, and so on).

Strong transmutation; CL 17th; Craft Wondrous Item, *shapechange;* Price 86,000 gp; Weight 4 lb.

AGE OF WORMS

by the Dragon *Staff • Chad Dulac with UDON and Omar Dogan*

Wormfood

Surviving the Age of Worms Adventure Path

Gating in the Heavy Hitters

While the pages of *Dungeon* magazine present everything a DM needs to run the Age of Worms Adventure Path, every month *Dragon* gives the players of that—or any other campaign—tools to enhance their gaming experience.

The player characters stand upon the threshold of the Age of Worms, an era of writhing darkness and shuddering decay. Having defeated legions of wretched cultists, cities of giants, and a rainbow of chromatic dragons, the appointed hour grows near, and the final showdown against the Wormgod Kyuss and his most powerful minions is imminent.

Naturally, you'll want to call in some help. And with the *gate* spell at your disposal, you can count on some very powerful help indeed. One of the most powerful spells available in Dungeons & Dragons, *gate* allows you to open a portal to another plane of existence and call a creature or creatures to serve you. The *Player's Handbook* (page 234) outlines how to call numerous "generic" creatures, but doesn't say quite as much about *gate's* more intriguing option—summoning a single creature with Hit Dice equal to up to twice the caster's caster level. Given that you must be at least 17th level to cast a 9th-level spell, we're talking about some of the most powerful creatures in the multiverse.

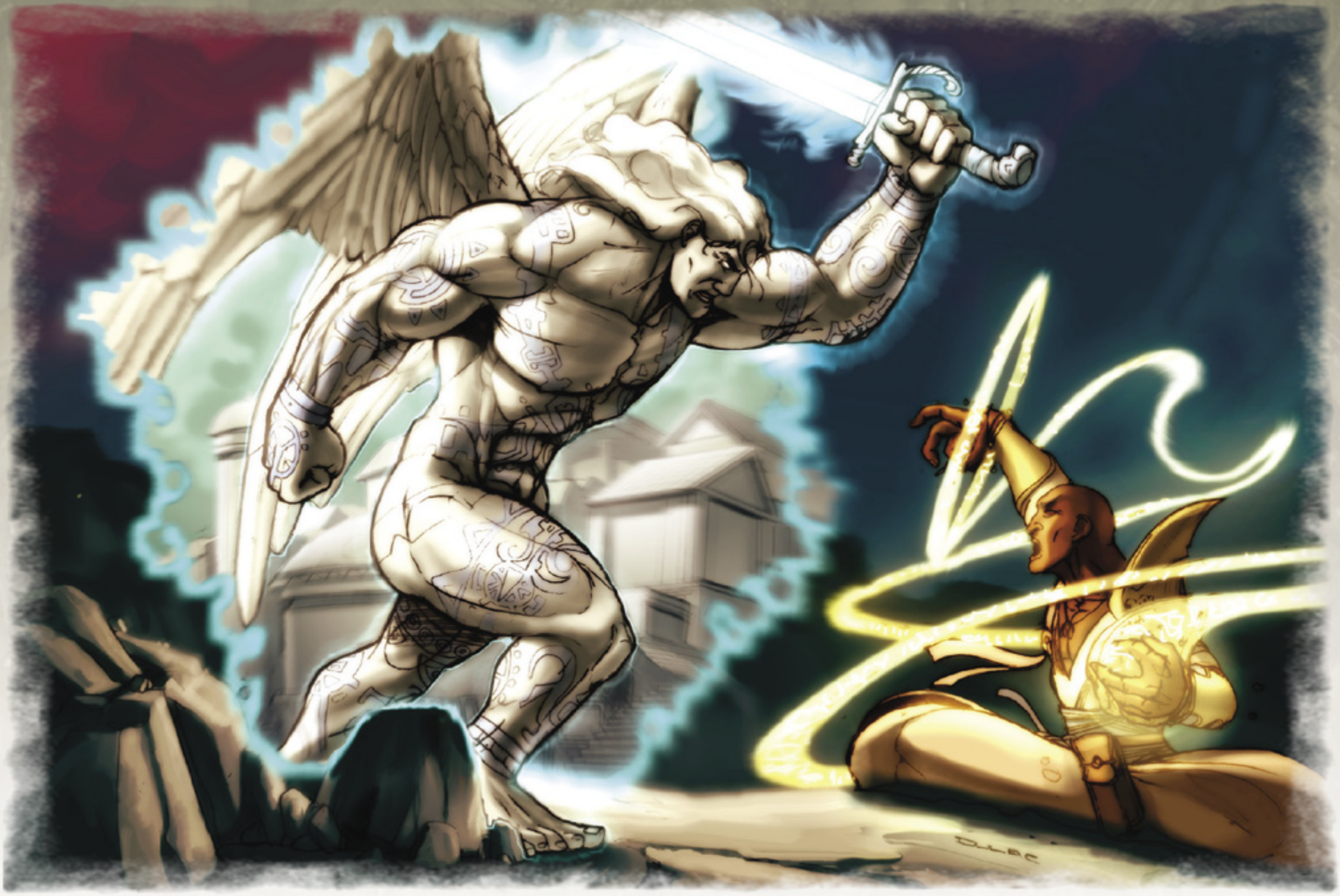
This article presents six unique planar creatures that may be called via the *gate* spell, one for each of the nonevil alignments. While we don't have nearly enough space to provide whole stat blocks for these potential allies, the short personality sketches and class and level breakdowns should be enough to get you started with stating them up on your own. Because each is a unique being with its own aspirations and motivations, the spell does not allow the caster to control them as he might lesser creatures. To help, we've provided information on how to bargain for service with these creatures to ensure their loyalty, at least temporarily.

Always remember that unique creatures are free to abandon you at any time, so it's in your best interest to keep them happy, fully buffed up with powerful spells, and pointed firmly at the heart of Kyuss' repulsive machinations.

BARABOG

CN male titan barbarian 6

Hailing from the heroic domains of Ysgard, Barabog is a titan who lives life to the fullest, hoping to sample everything the world has to offer before some epic battle claims him. When not engaged in a mighty struggle, Barabog spends his time drinking and celebrating with any willing to have him. When called, the titan throws himself into the task at hand, going into a rage the moment he is injured. Barabog stands almost 30 feet tall and wears a shining mithral breastplate underneath his braided beard. The titan wields a Huge *+2 keen wounding greataxe* with brutal efficiency.



Bargain: Barabog expects payment for his services in the form of food and drink. The titan is easily bored by the mundane, however. He generally requests a large quantity of food and drink he has never had before. As he has sampled a lot of different cuisine, this request usually costs approximately 5,000 gp in exotic spices, meats, and barrels upon barrels of rare wine. Barabog understands that acquiring such fine foods takes time and is willing to wait up to a week to receive payment.

FURNACE MASTER GENDINOM

N advanced 28-HD elder fire elemental

A devoted servant of His Most Grand and Unrepentant Excellence, Ioz Imin—a bey of the Efreet Grand Sultan in the City of Brass—Gendinom hates leaving his sweltering home plane. Arrogant, dedicated to his genie master, and obsessed with burning things, the elemental has an explosive temper and often turns it upon those who call him. If he can be calmed with a compelling bargain, though, the towering pillar of fire zealously turns his rage toward any he is set against, eager to bring a piece of the Elemental Plane of Fire to the Material Plane.

Bargain: Charged with maintaining the near sunlike temperatures of his sybaritic master's sweltering smoke saunas and brazen fire pits, Gendinom has burnt countless materials and beings in an endless search for the perfect conflagration. In return for his service, the fire elemental demands something new to cast into his immortal master's great furnaces. With centuries of experience, Gendinom has burnt almost every mundane substance and a member of nearly every known race. As such, offerings should consist of either unique creations, new or magical works of art, or something else the centuries-old elemental has never encountered—a task that might prove quite a feat.

SELAUAFE

CG female mature adult celestial brass dragon

A radiant beauty among her kind, Selauafe lives in opulent splendor atop a high mesa overlooking the infinite desert of Mithardir, third layer of the Olympian Glades of Arborea. Endlessly mercurial and mischievous, but equally kind and curious, Selauafe acts the bored and spoiled princess she alleges to be. As a celestial metallic dragon, other dragons find Selauafe's persistent and tireless claim of being the granddaughter of Bahamut difficult to dispute. Indeed, she possesses the royal bearing and beatific benevolence of Bahamut's close (and confirmed) offspring.

Bargain: As befitting draconic royalty, Selauafe requires that whoever calls on her addresses her in Draconic and treat her as a princess. She especially likes it when those who request her aid refer to her as the granddaughter of Bahamut. In addition to deferential treatment, Selauafe possesses the very draconic greed for material goods and the distinctly brass dragon love of conversation. Selauafe requires a single gift worth no less than 10,000 gp (refusing numerous smaller gifts totaling the same amount), but she is willing to reduce the minimum value of the gift by 1,000 gp for each month the summoner agrees to stay in her mesa-top palace conversing with her (this can be done after Selauafe's service ends).

SYRANUS

NG male solar ranger 5

Although he often roams the planes while on the hunt, Syranus calls the Twin Paradises of Bytopia his home. Dedicated, above all, to the eradication of undead and those who subvert nature, Syranus often goes on extended quests to root out and destroy some undead menace. Not surprisingly, the solar is greatly concerned with the impending Age of Worms, and if presented with the opportunity to act against that threat he takes it without question.

In battle, Syranus prefers to use his *+3 undead bane composite longbow* with it *slaying arrows* for as long as possible before closing in to use his *+5 speed undead bane greatsword* to finish off foes. Due to his levels in ranger, Syranus receives a +4 bonus on damage rolls against undead creatures and has the archery combat style. Syranus wears very little and his white marble skin is covered in faintly glowing runes and symbols that remind the solar of his sworn vows.

Bargain: Syranus asks for no payment if the task presented to him involves the destruction of undead creatures or their masters. The solar refuses all other tasks, instead returning to the Outer Planes to continue his eternal struggle.

WALKYRIE XVII

LN advanced 16 HD zelekhut inevitable fighter 10

A powerful hunter in the service of absolute law, Walkyrie XVII patrols the planes of Acheron, the Beastlands, the Outlands, and any other plane where fugitives might attempt to go to ground. While willing to aid other servants of law, the inevitable is constantly on the hunt and allows himself to become sidetracked by a summoner only if doing so ultimately aids his current or future quests. In battle, Walkyrie XVII makes use of a powerful *+4 axiomatic crossbow* in addition to his considerable natural attacks and spell-like abilities.

Bargain: On the hunt for numerous individuals at any one time, Walkyrie XVII ever searches for new information that might lead him to one of his current quarries or provide him further insight into the mind of a fugitive. The inevitable willingly aids any creature capable of imparting some bit of obscure arcane or planar lore. A summoner who succeeds at either a DC 35 Knowledge (arcana) or Knowledge (the planes) check proves knowledgeable enough to aid the planar hunter and gain his service.

Alternatively, a summoner might gain Walkyrie XVII's aid by directing him toward a new quarry, one who has greatly offended the forces of law. If the transgressor is deemed worth the zelekhut's time (determined by the DM), Walkyrie XVII aids the informative summoner and notes the lawbreaker for a future hunt (he does not begin pursuing the new target immediately).

XITOMAT

LG male couatl monk 16

Xitomat's plumage is actually subdued compared to other couatls, as if the colors of his scales and wings washed out in water. The Washed Monk, as he is sometimes called, spends his days within a humble-looking monastery standing atop a windswept arm of the Seven Mounting Heavens of Celestia. Creatures of all varieties travel to Xitomat's monastery looking for training. Conceited and narcissistic to the furthest extremes his alignment allows, Xitomat claims that he created or was the inspiration for most of the martial arts techniques known to mortals. He occasionally spends years at a time locked away within his monastery, developing new techniques or engaging in months-long meditations.

Bargain: When called to service, Xitomat feigns indifference and pretends at anger if offered material goods. Regardless of the truth of his claims about developing numerous martial arts techniques, he has a vast knowledge of different forms and moves, and as part of his payment for rendering a service Xitomat requires the demonstration of a move, technique, or throw he does not know. This requires a character with the Improved Unarmed Strike feat to succeed on an unarmed attack roll against Armor Class 40 without the aid of any kind of magic (Xitomat casts *detect magic* just before the character attempts the attack roll). Xitomat does not mind if it takes the character several attempts to succeed. Xitomat requires a group of characters that cannot show him a new move to spend a month with him in his monastery, learning a new technique from him (this can be done after Xitomat's service ends).

FOR THE DM

While the bargaining aspect of *gate* allows spellcasters to exact specific services from the creatures they summon, such deals can swiftly derail a game. As a DM, you may want to limit or gloss over some aspects of your players' interplanar wheeling and dealing to keep the larger adventure on track.

You should also remember that PCs aren't the only characters with access to *gate*. By the end of the Age of Worms, numerous opponents might be able to call some of the most terrifying beings in all the planes to their service. Evil spellcasters looking for extraplanar allies might consider advanced, classed, or templated balors, devourers, liches, nightcrawlers, pit fiends, slaad, titans, vampires, or even chromatic dragons.

WORMFOOD'S "GATING IN THE HEAVY HITTERS" IN EBERRON

by Keith Baker

The Wormfood article in *Dragon* #343 includes a number of colorful planar allies that PCs can call on in the battle against Kyuss. However, the cosmology of Eberron is quite different from the Great Wheel. Where do these beings come from? Here are a few brief ideas; DMs should expand on these basic concepts. Bear in mind that, while many of these creatures are good, they are bound by constraints mortals cannot understand. Xitomat may despise Katashka, but he must still go through the process of the bargain before he can interfere.

Barabog

The titans claim to be the progenitor race of giants, who fought alongside the Dragons in the Age of Demons. Barabog left Eberron long ago to reside in Thelanis, where he wanders the faerie court in search of joy and adventure.

Furnace Master Gendinom

This efreet is a potentate of one of the largest principalities of Fernia.

Selaufe

This celestial dragon claims to have a blood tie to the great progenitor Siberys, though such a thing is difficult to imagine. Her desert realm is located in the plane of Lammania.

Syranus

While angels typically emanate from the Azure Sky, the solar Syranus is an embodiment of Irian, the Eternal Day. The Deathguard of Aerenal has allied with Syranus in the past, and the angel may have played a role in the destruction of the line of Vol.

Walkyrie

The zelekhut hails from the plane of Daavni, and unless summoned, he rarely visits Eberron. His duties last brought him to the material plane 239 years ago, in pursuit of the radiant idol Xurakhan.

Xitomat

The couatl fought the Overlords in the Age of Demons, and Xitomat was one of the greatest warriors of his people. His monastery exists in an extradimensional space not directly bound to any of the thirteen planes; Xitomat claims that it is within the Silver Flame itself, and it is up to the DM to decide the truth of this. Within his home, Xitomat is attended by shulassakar, a feathered subspecies of the yuan-ti dedicated to the Silver Flame and the cause of good.

WORMFOOD'S "GATING IN THE HEAVY HITTERS" IN THE FORGOTTEN REALMS

by Eric L. Boyd

The six "heavy hitters" detailed in the Wormfood column in *Dragon* #343 can all be used in the Realms version of the campaign. How- ever, the plane of origin for each is modified as follows:

NPC	Plane	(Realm)
Barabog	Jotunheim	(Hidden Realm)
Furnace Master	Gendinom	Elemental Plane of Fire (City of Brass)
Selauafe	Dragon	Eyrie
Syranus	House of Nature	(Morninglory)
Walkyrie XVII	Dweomerheart	(often found on other planes)
Xitomat	The House of the Triad	(Martyrdom)

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AGE OF WORMS

by James Jacobs • illustrated by Eva Widermann

Wormfood

Surviving the Age of Worms Adventure Path

Becoming Epic Heroes

While the pages of *Dungeon* present everything a DM needs to run the Age of Worms Adventure Path, every month *Dragon* gives the players of that—or any other campaign—tools to enhance their gaming experience.

In "Dawn of a New Age," the final adventure in the campaign, your heroes stand an excellent chance of transcending the boundary between high-level and epic-level play. Certainly the villains you'll be facing in this final battle are epic-level threats. As the campaign comes to a close, your heroes join the ranks of the greatest of the land, and in some cases, might even be the most powerful members of their classes in the campaign world.

What does this mean, exactly? What is the difference between high-level play and epic-level play? Where do you go to level up your character once you gain your 210,000th experience point? What kind of benefits tailored specifically for the Age of Worms campaign should you seek out? This article provides you with what you need not only to face the Age of Worms endgame, but to carry on beyond the campaign into new regions of heroism and glory.

EPIC RESOURCES

The first thing you should do when your character becomes 21st level is to check out pages 206–210 of the *Dungeon Master's Guide*. Here, you'll find a bare-bones primer for advancing into epic levels; these rules explain how your class features progress and give a small handful of feats to choose from.

The Complete books (*Complete Warrior*, *Complete Divine*, *Complete Arcane*, and *Complete Adventurer*) each feature sections at the end that expand this information, including numerous new feats to choose from.

Of course, the best place to go for guidance and options with epic-level play is the *Epic Level Handbook*. If you use this book, be sure to check out the 3.5 rules update that Wizards of the Coast has available on their website at **wizards.com**.

YOUR FIRST EPIC FEAT

When you reach 21st level, you qualify for your first epic feat. Unless your group intends to carry on the campaign after finishing "Dawn of a New Age," the feat you select will be your character's only epic feat. So choose wisely!

It goes without saying, in this case, that you should avoid selecting "gateway" feats that exist primarily to serve as prerequisites for higher-level feats. Likewise, certain feats have little to no use in the limited span of time you have remaining to play your character. For example, there's no sense in selecting Augmented Alchemy, since you probably won't have time to create many alchemical items during this last adventure.

Breaking down the types of classes into the classic four archetypes, the following epic feats (taken from the Complete books and the *DUNGEON MASTER's Guide*) are your best choices.

Warrior: Barbarians, fighters, paladins, and other classes focused on combat who qualify for Overwhelming Critical might be tempted to take this feat, but since it only triggers when you make a critical hit and a lot of the foes in Age of Worms are undead, you should look to *Complete Warrior* for better epic feat choices. Feats like Armor Skin, Epic Prowess, and Epic Weapon Focus might seem minor, but that extra point to your Armor Class or your attack roll might save your life. Ranged weapon specialists should definitely check out Combat Archery, if only because a lot of high-level monsters have exceptional reach with their attacks, and being able to fire your weapon without worrying about attacks of opportunity is really nice. Perfect Two-Weapon Fighting is an excellent choice if you qualify, since it's always best to add a new attack to your full-attack actions.

Divine: Improved Spell Capacity is probably your best bet if you're a divine spellcaster, especially if your key ability score is high enough (30+) to grant you a bonus 10th-level spell. Being able to cast a quickened *greater dispel magic* or a quickened *heal* gives you a great advantage. Of course, if you don't have any metamagic feats, this feat is still useful since you can apply it to any spell level. There's quite a few evil outsiders left to fight as well, so Planar Turning isn't a bad choice (especially if you've picked up a lot of other feats to augment your turning checks). Bonus Domain is a good choice only if the granted domain is particularly useful at high level—gaining a larger spell selection really only makes things more complicated. And finally, although it's not an epic feat, you certainly can't go wrong with Persistent Spell from *Complete Arcane*, especially with spells like *aid*, *divine favor*, and *resist* *energy* just begging to be augmented in this way.

Arcane: As far as spellcasting goes, arcane spellcasters benefit from Improved Spell Capacity and Persistent Spell as much as divine casters. If you have a familiar, Familiar Spell is a handy way to increase the number of spells you can effectively cast in that all-important first round of combat. If your spellcaster is into damage spells, Enhance Spell isn't a bad choice either.

Adventurer: Not every encounter in Age of Worms is built for combat; there are several places where characters with high Bluff, Diplomacy, Intimidate, and similar skills can turn the tide of battle with a single skill check. Feats like Epic Reputation or Epic Skill Focus can be invaluable to roguish characters. Feats like Improved Sneak Attack aren't that great (again, since many of the villains in Age of Worms are undead)—an adventurer who focuses on combat is better served by delving into some of the epic feats a combat class might take.

EPIC STUNTS

Of course, keeping track of your character's newfound power can be an epic stunt in and of itself. Note that in many cases, the use of these tactics applies even to standard high-level games, not just epic-level games.

Astral Projection: The ultimate in exploration spells. With *astral projection* you can engage your enemy with little to no risk to yourself, since if your astral body is killed, it vanishes and you awaken in your real body unharmed. This is also an excellent spell to use when you're heading into environments or up against enemies who can ruin your valuable gear. Astrally projecting characters really have only four major disadvantages. First, they can't enter areas warded by antimagic. Second, they can be dispelled. Third, you can still be ruined by effects that immobilize you without killing you (*flesh to stone*, *imprisonment*, and even *hold person*). Finally, if you use this tactic too much, you can bet your enemies come to expect it. Make sure to leave your real bodies in a well-defended place (such as Magepoint) so if the enemy tracks them down you'll at least have a few rounds to get back there to save them.

Death Ward: If you're buying magic, you can't go wrong with a wand of *death ward*, especially in an adventure that features a lot of undead.

Free Enhancement Bonuses: If you find yourself shopping for new weapons and armor, keep in mind that at high level paying for enhancement bonuses is wasting money if someone in your group can cast *greater magic weapon* or *magic vestment*. These spells take up lower-level spell slots that generally aren't as useful in high-level combat, so dedicating several spell slots to these spells can really make a difference if you and your friends are armed with +1 weapons loaded with all sorts of other abilities.

Heroes' Feast: This spell is invaluable for the immunity to fear and poison effects it grants.

Maze: This spell is great for getting a monster out of the way, but it doesn't work as well against really smart creatures. That said, it's also an excellent defensive spell. Cast on yourself or an ally, it whisks away your target from danger, giving him all the time he probably needs to recover from a near-death situation.

Mind Blank: Once you can cast this spell, you might as well simply reduce the number of 8th-level spells you can cast per day by one: you should *never* go out without this spell active. If you don't have *mind blank* handy, an excellent poor-man's alternative is *protection from evil*. It doesn't grant you the sweeping immunities *mind blank* does, but it does keep you from being controlled via dominate effects.

No Save Allowed: Focus on spells that don't allow saving throws. *Maze*, *forcecage*, and *Otto's irresistible dance* are the classic examples, but spells like *gate* and *summon monster* are also effective ways to use magic to damage creatures with really good saving throws.

FOR THE DM

With this Wormfood, the Age of Worms Adventure Path comes to a close. While you might wish to continue the campaign into the epic levels, you might be interested in a change of scenery. Far to the south, in the exotic port city of Sasserine, trouble is brewing. A noblewoman's parents lie dead, her brother has gone missing, and greedy creditors haunt her doorstep, ready to steal away her ancestral home. Yet in providing aid to this desperate woman, your PCs might unwittingly entangle themselves in a sinister plot to spread madness across the globe—a plot destined to send them to the infamous pirate city of Scuttlecove, the notorious Isle of Dread, and deep into the Abyss itself. Look for the first adventure of Adventure Path III: Savage Tide to begin in issue #139 of DUNGEON.

Suit Up!: Before you head in to the last adventure, remember that you probably won't have a chance to fully utilize any magical gear you find. Put another way; make sure you're as well-equipped as you can be. Take a moment to look over your character's magic item body slots, if you see one that's empty, put something on! If you've got the money to spare, you can even pay double the normal price for an item that normally takes up a slot to make it a "slotless" item. Your DM might limit access to such items, and it's perfectly reasonable to assume that such non-standard items must be crafted to order, which might take up more time than you are willing or able to wait.

Time Stop: This spell's use for mid-combat recovery is unparalleled. A character with *time stop* can take his 1d4+1 rounds of free actions to heal himself, re-apply defensive spells, or simply find better ground to continue the battle. Spending those 1d4+1 rounds to summon monsters around your enemy is also a good idea.

Worm Bound

The Secrets of Kyuss

by Jesse Decker
illustrated by Kieran Yanner

> *"Few have not heard of the dreaded sons of Kyuss—terrible zombies that spawn their kind through sickly green worms that corrupt the living. Few know that the creator of these foul creatures, Kyuss himself, has an active cult in the Flanaess."*
>
> —Fragment of text recovered from the Ameido Jungle

Kyuss, an evil god of bones and worms, rots beyond the bounds of the mortal world, waiting for the foretold time of his dominion. Prophecies that speak of the end of things speak always of the Age of Worms, a time that might soon be at hand. Through slow years of waiting and festering, the servants of Kyuss have held themselves in check, letting the corruption of their will spread away from the eyes of the forces of good. Now, the Age of Worms draws near, decay seeps into the weft of the world itself, and the followers of Kyuss emerge from the shadows.

With the rise of the cult of Kyuss, numerous blasphemous arcane designs have recently appeared. These spells and magic items exemplify the dark genius and paranoia of Kyuss, each offering great power but also the risk of slavery to Kyuss' mad will.

WORMBOUND

The most insane of Kyuss' servants take living Kyuss worms into their bodies. Rather than devouring their hosts, though, these writhing horrors grant spellcasters a powerful connection to the Wormgod and access to his foulest magic. This rite and the increased power it provides is represented by the following feat.

WORMBOUND [GENERAL]

You have taken a vile green Kyuss worm into your own body and bound yourself to its power.

Prerequisites: Living creature, host a living Kyuss worm.

Benefits: Successfully hosting a Kyuss worm requires a special binding ritual. The ritual requires 4 hours of uninterrupted meditation, 500 gp in special materials, and a living Kyuss worm. At the end of the ceremony, you must succeed at a DC 15 Fortitude saving throw or die. If you fail the saving throw, you rise as a spawn of Kyuss within 1d6+4 rounds. If you succeed at the saving throw, you can add the following spells to your class spell list:

2nd–*path of worms*
3rd—*consume the parasite, the worm within*
4th—*mindworms*
5th—*servant of the green corruption*
7th—*extrude wormswarm*

You must still learn and prepare these spells according to the normal spellcasting rules for your class.

The worm can be removed only by casting one of the following spells: *dispel*

evil, heal, remove curse, or *remove disease* in a *hallowed* area, or by casting *consume the parasite.* If the worm is removed, you cannot cast these spells and lose any of these spells that you may have prepared. You must repeat the binding ritual to regain this feat's benefits.

Special: If you die with a living Kyuss worm inside you, you rise as a spawn of Kyuss within 1d6+4 rounds. As a spawn of Kyuss, you exist only to spread the corrupting power of Kyuss and have no free will of your own (meaning that the spawn of Kyuss becomes a monster under the DM's control).

SPELLS OF KYUSS

The cult of Kyuss and the other servants of the Worm God frequently make use of a variety of blasphemous and disgusting spells. All of these spells require that the caster possess either the Wormbound Spellcaster feat or the wormspawn subtype.

CONSUME THE PARASITE

Necromancy [Evil]
Level: Kyuss 3
Components: V, S, M
Casting Time: 1 swift action
Range: Personal
Target: You
Duration: 1 round/level

You consume the Kyuss worm in your own body to grant yourself a temporary boost in power. When you cast this spell, you gain 3 hit points per caster level. If this hit point gain takes you above your normal maximum you gain the remaining total as temporary hit points. These temporary hit points expire when the spell's duration ends if they are not lost sooner. In addition, you gain a +4 enhancment bonus to Strength and Dexterity for the duration of the spell. This spell also increases the power of your spells while it is in effect, granting you a +2 bonus to caster level on other spells cast during the duration of the spell and increasing the DC of any spell that you cast by 2. However, casting this spell consumes the Kyuss worm that you have bound to your soul, and you do not gain the effects of the Wormbound feat until you are able to find another Kyuss worm and complete the ritual of binding once again.

Material Component: A Kyuss worm hosted within your body. Creatures with the wormspawn subtype merely require a live Kyuss worm.

EXTRUDE WORMSWARM

Conjuration (Summoning) [Evil]
Level: Kyuss 7
Components: V, S, F
Casting Time: 1 standard action
Range: 5 ft. (see text)
Effect: One wormswarm
Duration: 1 round/level
Saving Throw: None
Spell Resistance: No

You summon a swarm of Kyuss worms to attack your foes. These writhing, twisting green worms swarm over your body briefly and then congregate in adjacent squares of your choice. The wormswarm takes no other action on the first round that it is summoned, although if it appears in occupied

Wormswarm

A writhing mass of tiny green worms surges across the floor, each one a horror of teeth and malignant hunger.

WORMSWARM **CR 10**
Always CE Diminutive Vermin
Init +6; **Senses** darkvision 60 ft., tremorsense 60 ft.; Listen +0, Spot +0

AC 20, touch 20, flat-footed 14
hp 102 (12 HD)
Immune critical hits, flanking, mind-affecting, sneak attack, weapon damage
Fort +12, **Ref** +10, **Will** +4
Weakness swarm weaknesses

Spd 30 ft., burrow 10 ft., swim 30 ft.
Melee swarm (3d6 plus poison)
Space 10 ft.; **Reach** 0 ft.
Base Atk +9; Grp –8
Atk Options distraction
Special Atk create spawn

Abilities Str 1, Dex 22, Con 18, Int —, Wis 10, Cha 8
SQ obey the wormtouched, swarm traits, vermin traits

Environment any Kyuss-associated
Organization solitary, swath (2–4), or infestation (5–12)
Treasure none
Advancement none

Distraction (Su): Any living creature that begins its turn with a wormswarm in its space must make a DC 20 Fortitude save or be nauseated for 1 round. The save DC is Constitution-based.

Poison (Ex): Injury, Fortitude DC 20, initial damage 1d4 Int, secondary damage 2d4 Int. The save DC is Constitution based.

Create Spawn (Su): Any living creature killed by a wormswarm rises as a zombie in 1d4 hours. A humanoid creature with 11 or more Hit Dice instead rises as a sword of Kyuss in 1d4 hours.

Obey the Wormtouched (Su): Although they are mindless, wormswarms unerringly follow simple commands given by other undead servants of Kyuss.

squares, the creatures in those spaces suffer the distraction effect typical of swarms. See the wormswarm sidebar for this terror's statistics.

Focus: A Kyuss worm hosted within your body.

Mindworms

Conjuration [Evil]
Level: Kyuss 4
Components: V, S, F
Casting Time: 1 standard action
Range: Close (25 ft. + 5 ft. / 2 levels)
Target: One living creature
Duration: Instantaneous
Saving Throw: Will partial
Spell Resistance: Yes

This spell causes incorporeal green worms to fly through the target creature. The affected creature takes 1d6 points of Wisdom damage and loses three spell levels worth of spells. The spell levels can be in any form or combination of prepared spells or remaining spell slots (for spontaneous casters) of the target's choice. This spell-draining effect has no effect on spell-like abilities. The spells drained can be either arcane or divine spells, depending on what kind of spells the target has access to. If the target casts both arcane and divine spells, the target can choose any combination of arcane and divine spells that it currently has prepared (or spell slots that it still has available) to meet the three-level requirement. This spell has no effect on cantrips or orisons (0-level spells) and only affects spells of 1st level or higher. The target halves the Wisdom damage and negates the spell-draining effect with a successful Will saving throw.

If the target does not have the ability to cast spells or has no remaining spells or spell slots of 3rd level or lower, the spell-draining effect of the spell has no effect.

Whenever you successfully drain three spells from a target with this spell, you gain spell energy that can power your spells. Draining less than three spells grants you no benefit. You can use this spell energy in one of three ways:

- Recall one prepared spell of 3rd level or lower. The recalled spell must have been previously cast during the same day, and you must meet any other requirements for being able to cast the spell.
- Gain an additional spell slot of 3rd level or lower. Spontaneous spellcasters can use the spell energy to give themselves one additional use of a 3rd level or lower spell known.
- Spontaneously apply metamagic effects to a spell. You can use the spell energy to spontaneously apply the effects of one metamagic feat that you possess to a spell as you cast it. Applying this one metamagic feat totally consumes the spell energy.

Regardless of how the spell energy is used, it is available only one time. The energy is completely gone once used, and if not used within 1 hour it fades harmlessly away.

Focus: A Kyuss worm hosted within your body.

Path of Worms

Divination [Evil]
Level: Kyuss 2
Components: V, S, F
Casting Time: 1 standard action
Range: Personal
Target: You
Duration: 1 hour/level or until discharged
Saving Throw: Will negates (see below)
Spell Resistance: Yes (see below)

This spell infuses your own perceptions with a shard of Kyuss' power, granting you a sixth sense. Once during the spell's duration, you may choose to use its effect. This spell grants you a +6 insight bonus on any single attack roll, opposed ability or skill check, or saving throw. Alternately, you can apply the insight bonus to your AC against a single attack (even if flat-footed). Activating the effect is an immediate action. You must chose to use the *path of worms* bonus either before you make the roll it is to modify or, when increasing your AC, before a roll is made to attack you.

When the spell is used, living creatures within 20 feet of you are exposed to a glimpse of the writhing madness prophesied in the Age of Worms. For the merest second, they see within their minds the desolation and ever-increasing terror of what the world will one day become. These visions are so overpowering that all who experience them must make a Will saving throw or be stunned for 1 round. This discharge effect is a mind-affecting effect, and spell resistance applies.

Focus: A Kyuss worm hosted within your body.

SERVANT OF THE GREEN CORRUPTION

Necromancy (Mind-Affecting) [Evil]
Level: Kyuss 5
Components: V, S, F
Casting Time: 1 standard action
Range: Close (25 ft. + 5 ft./2 levels)
Target: One living creature
Duration: 1 minute/level
Saving Throw: Will negates
Spell Resistance: Yes

You imbue the affected creature with a small shard of Kyuss' divine power. The affected creature gains a +4 insight bonus to attack rolls, armor class, and a +20 foot enhancement bonus to speed.

Kyuss' power never comes without a price, however, as the wormgod constantly seeks to bind mortals to his will and to bring about the long foretold Age of Worms. Because of Kyuss' corrupting influence, the affected creature becomes more susceptible to the powers of Kyuss. The affected creature suffers a -10 penalty on all saving throws against spells that require a Kyuss worm as a component and against effects generated by creatures with the wormspawn subtype.

A successful Will saving throw negates both the positive and negative effects of this spell.

Focus: A Kyuss worm hosted within your body.

THE WORM WITHIN

Necromancy [Evil]
Level: Kyuss 3
Components: V, S, M
Casting Time: 1 standard action
Range: Close (25 ft. + 5 ft./2 levels)
Target: One living creature
Duration: Instantaneous
Saving Throw: Fortitude negates
Spell Resistance: Yes

You create a Kyuss worm burrowing within the flesh of your foe. The worm makes its way through the host's body, dealing 1 point of damage per round for 1d4+1 rounds. At the end of that point, it reaches the brain. While the worm is inside a victim, any of the following spells can destroy it: *dispel evil, heal, remove curse,* and *remove disease.* A successful DC 20 Heal check extracts the worm and destroys it. Once the worm reaches the brain, it deals 1d2 points of Intelligence damage per round until either it is killed or it slays its host. A Small, Medium, or Large creature rises as a spawn of Kyuss 1d6+4 rounds later. A Tiny or smaller creature quickly putrefies, and a Huge or larger creature becomes a normal zombie of the appropriate size. This spell grants no control over undead creatures created in this manner.

Wormspawn

The children of Kyuss, wormspawn are a broad subtype of monsters dedicated to the whims of the Writhing God. Numerous creatures—most created by Kyuss himself—can be classified as wormspawn, though others might exist. Those wormspawn currently known are:

- Avolakia (*Monster Manual II*)
- Broodfiend (*Dungeon* #135)
- Earthcancer centipede (*Dungeon* #134)
- Eviscerator beetle (*Dungeon* #130)
- Favored spawn of Kyuss (*Dragon* #336)
- Kyuss knight (*Dungeon* #130)
- Kyuss spawnling (*Dungeon* #126)
- Mindkiller scorpion (*Dungeon* #134)
- Overworm (*Dungeon* #130)
- Spawn of Kyuss (*Monster Manual II*)
- Sword of Kyuss (*Dungeon* #130)
- Ulgurstasta (*Fiend Folio*)
- Wormcaller (*Dungeon* #130)
- Wormdrake (*Dungeon* #134)
- Worm naga (*Dungeon* #130)
- Worm that walks (*Epic Level Handbook*)
- Worm swarm (*Dungeon* #130)

A successful Fortitude saving throw negates the effects of this spell.

Focus: A Kyuss worm hosted within your body.

VESTIGE WORMS

While Kyuss lived as a mortal, he ever craved more power, but as his power grew, so to did his need to protect what might and lore he had already gathered. To ward himself against power-hungry rivals and heroes bent on ending his tyrannical rule, the mortal Kyuss transformed the green worms that had brought him so much success into vessels for storing magical might.

Vestige worms, as these storage vessels came to be known, can store a wide variety of magical effects, but all have certain similarities. They are living creatures (Fine vermin, AC 10, 1 hp) and can be killed, but they are also magic items. There are three specific types of vestige worms: spellworms, loreworms, and vision worms. Bonding with any of these creatures is considered an evil act.

Successfully hosting a vestige worm requires nothing more than placing the worm next to unprotected flesh and allowing it to burrow in (dealing 1 hit point of damage). Once inside its host, the vestige worm attempts to exert control over its host. The host must succeed at a DC 20 Will save or fall under the sway of the worm's mental control. If the saving throw is successful, the host masters the worm and can access its power. If the worm gains control of the host, it forces the host to seek out followers of Kyuss and follow their will.

Vestige worms are almost never bought and sold, and instead are found only in long-forgotten places where Kyuss held power. The listed values of the vestige worms are included only to provide the DM with a sense of their relative power to other magic items and their effect on character wealth by level.

SPELLWORM

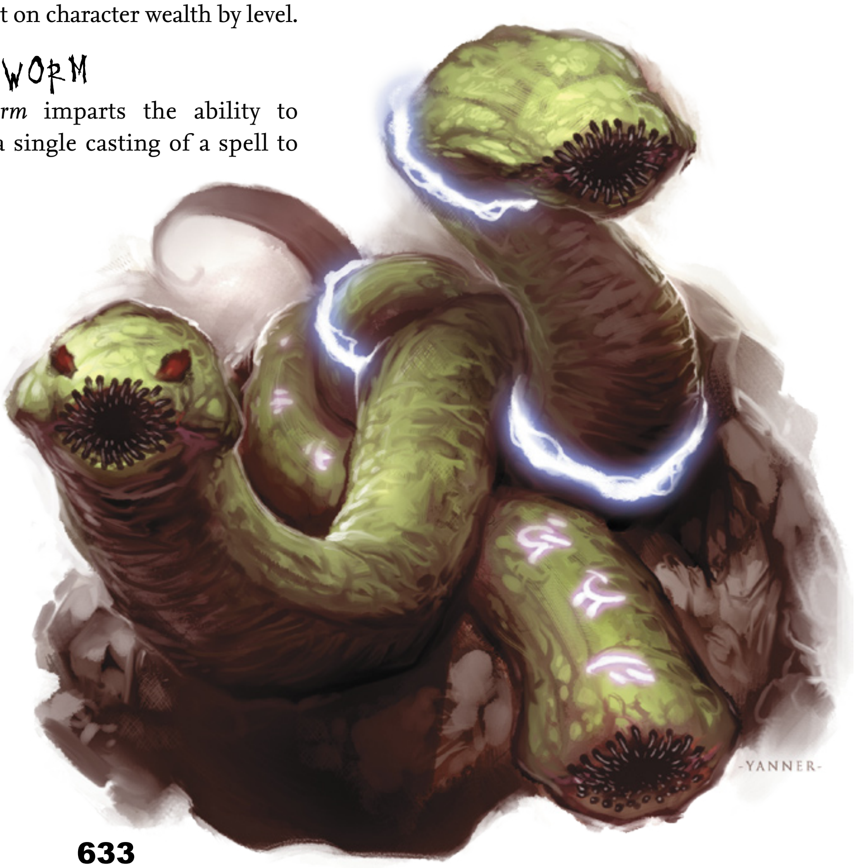
A *spellworm* imparts the ability to perform a single casting of a spell to its host.

Description: A *spellworm* looks like any other Tiny Kyuss worm, save for faintly glowing arcane sigils that adorn its sickening flesh. For as long as a host creature is bound to a *spellworm,* its pupils turn a dull and sickly green.

Activation: Like other Kyuss worms, a *spellworm* must be inside a host creature in order to be used. Once a host creature has successfully taken the worm into its body, casting the stored spell is a standard-action, just like using a spell-like ability.

Effect: A *spellworm* grants its host the ability to cast one spell. The host casts the spell as a full-round action. This follows the normal rules for casting the spell in question, including provoking attacks of opportunity, being subject to arcane spell failure, and any other applicable restrictions. The worm provides the power to cast the spell at the given caster level, even if the host's relevant ability score is too low to normally cast the spell, but the saving throw DC is dependant on the host's relevant ability score. Upon casting this spell the *spellworm* it is destroyed.

Aura/Caster Level: Moderate necromancy; CL varies.



Construction: Craft Wondrous Item, Wormbound Spellcaster or wormspawn subtype, ability to cast the spell stored within the worm, any metamagic feats to be applied.

Value: 50 × Spell Level × Caster Level.

LOREWORM

A *loreworm* imparts knowledge of a single subject to its host.

Description: A *loreworm* looks like any other Tiny Kyuss worm, save for faintly glowing blue bands of color that ring its body at even intervals. For as long as a host creature is bound to a *loreworm,* the pupils of its eyes change and writhe through a variety of rune-like shapes.

Activation: Like other Kyuss worms, a *loreworm* must be inside a host creature in order to be used. Once a host creature has successfully taken the worm into its body, it gains the skill bonus until the worm is destroyed or removed.

Effect: A *loreworm* stores knowledge on one subject and provides a skill bonus on one Knowledge skill, as well as allowing its host to make skill checks with the affected Knowledge skill even if untrained. It comes in three degrees of power, imparting either a +2, a +5, or a +10 competence bonus on one Knowledge skill. Upon gaining this bonus the *loreworm* it is destroyed.

Aura/Caster Level: Moderate necromancy; CL 7th.

Construction: Craft Wondrous Item, Wormbound Spellcaster or wormspawn subtype, 8 ranks in a Knowledge skill.

Value: +2 worm 600 gp; +5 worm 3750 gp; +10 worm 15,000 gp.

VISIONWORM

A *visionworm* holds a perfect picture of one moment in time.

Description: A *visionworm* looks like any other Tiny Kyuss worm, save for two faintly glowing red ovals, vaguely reminiscent of eyes, on the creature's back. For as long as a host creature is bound to a *visionworm,* the pupils of its eyes turn a lusterless gray color.

Activation: Like other Kyuss worms, a *visionworm* must be inside a host creature in order to be used. Using a *visionworm* is a full-round action that provokes attacks of opportunity.

Effect: The host of the *visionworm* can always recall with perfect clarity the visual details of one moment in the past that the creator witnessed.

Aura/Caster Level: Moderate necromancy; CL 10th.

Construction: Craft Wondrous Item, Wormbound Spellcaster feat or wormspawn subtype, must have witnessed the depicted event first-hand.

Value: 300 gp.

Sample Spellworms

Spell	Level	CL	Value
Longstrider	1	1	50 gp
Protection from Good	1	1	50 gp
True Strike	1	1	50 gp
Divine Favor	1	9	350 gp
Invisibility	2	3	300 gp
Mirror Image	2	3	300 gp
Silence	2	3	300 gp
Displacement	3	5	750 gp
Fly	3	5	750 gp
Protection from Energy	3	5	750 gp
Charm Monster	4	7	1400 gp
Dimension Door	4	7	1400 gp
Improved Invisibility	4	7	1400 gp
Dominate Person	5	9	2250 gp
Teleport	5	9	2250 gp

In the Age of Worms

Those running the Age of Worms Adventure Path currently appearing in *Dungeon* (starting in issue #124 and culminating next month in issue #135) might wish to incorporate the spells and magic items presented in this article into that campaign. Following are some notes on which published adventures and characters therein might benefit from this magic. While the suggestions try to be vague, players of the Age of Worms campaign are advised not to read this section.

"The Champion's Belt" (*Dungeon* #128): The cleric of Kyuss met in this adventure might possess the Wormbound Spellcaster feat and a number of the lower-level Kyuss spells. The *Apostolic Scrolls* might also hold any number of this article's spells.

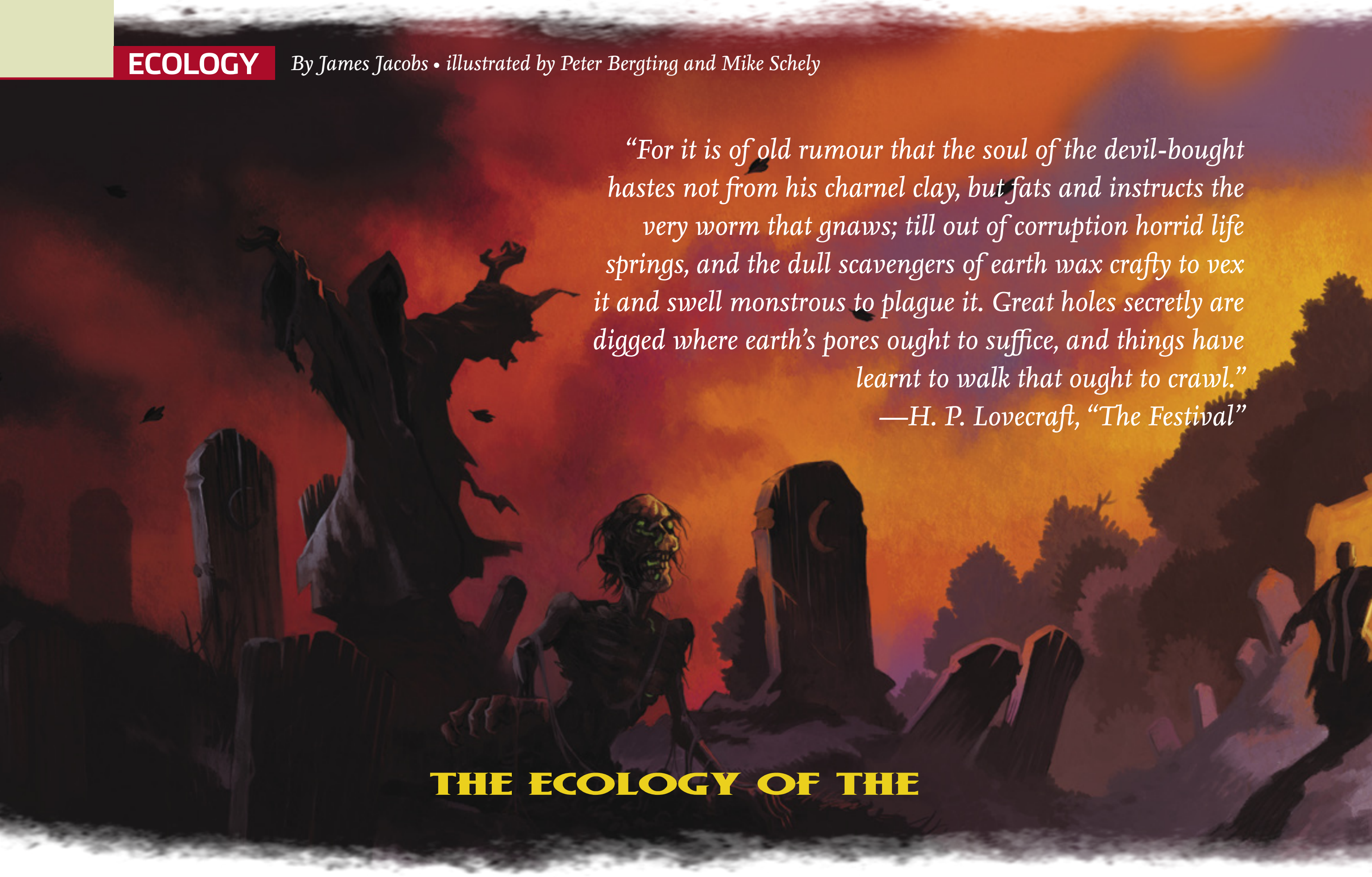
"The Spire of Long Shadows" (*Dungeon* #130): Numerous visions and wall carvings in this adventure could convey arcane secrets that lead to new Kyuss spells. Vestige worms might also lie among the knowledge worms in area 5, Halls of Knowledge. The Harbinger also is likely to possess a number of Kyuss spells.

"Kings of the Rift" (*Dungeon* #133): A familiar opponent might carry a number of vestige worms with him.

"Into the Wormcrawl Fissure" (*Dungeon* #134): Several NPCs in this adventure are good candidates for Kyuss spells. Numerous avolakias, an ulgurstasta, and the fissure's greatest threat might cast many of these spells. The Tabernacle of Worms is also one of the best places in the campaign to find scrolls of Kyuss spells or vestige worms.

"Dawn of a New Age" (*Dungeon* #135): The climax of the campaign. Numerous undead spellcasters could make use of these spells, while any number of vestige worms might be discovered in the complex beneath the boneyard.

By James Jacobs • illustrated by Peter Bergting and Mike Schely

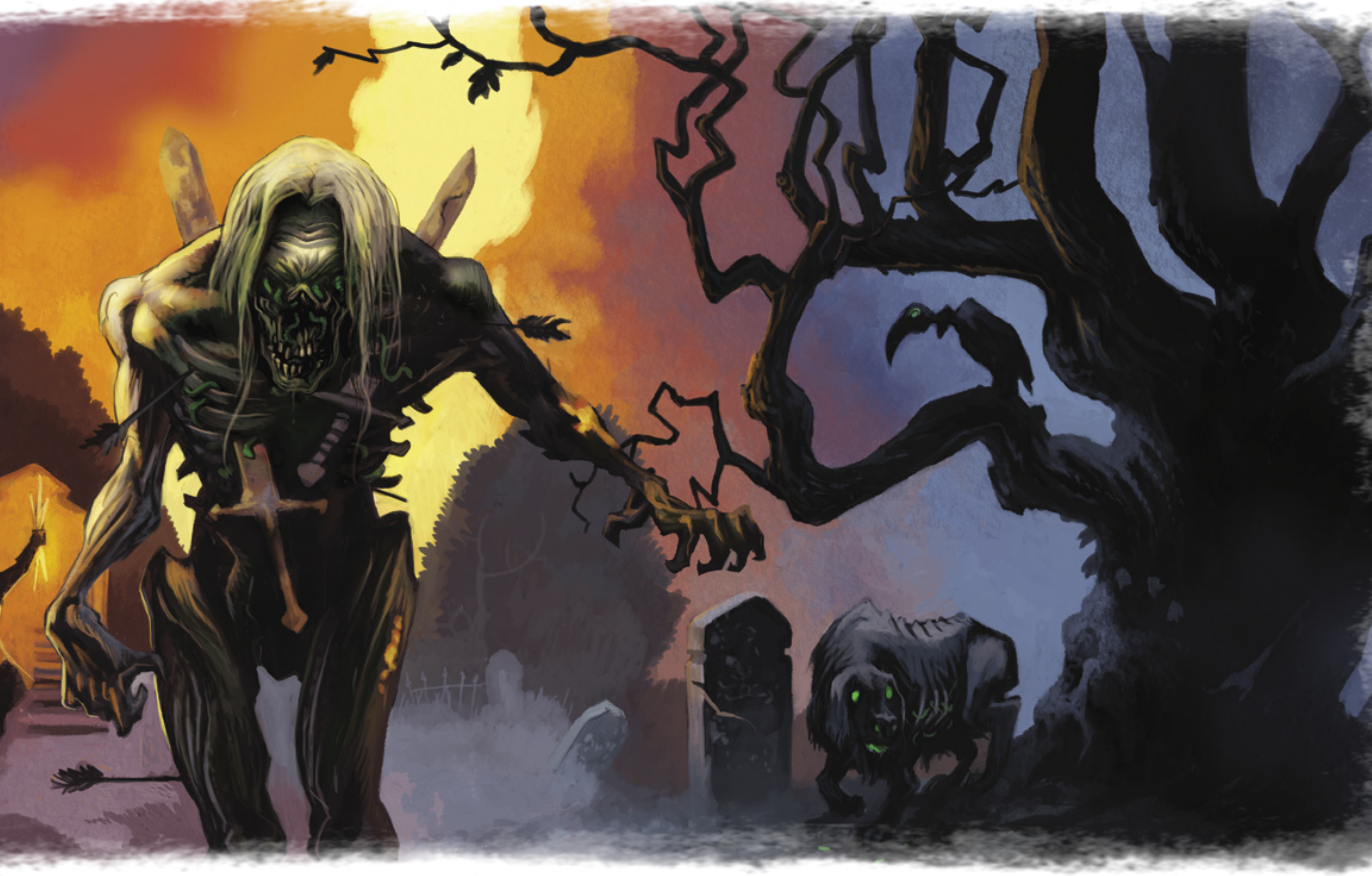


> *"For it is of old rumour that the soul of the devil-bought hastes not from his charnel clay, but fats and instructs the very worm that gnaws; till out of corruption horrid life springs, and the dull scavengers of earth wax crafty to vex it and swell monstrous to plague it. Great holes secretly are digged where earth's pores ought to suffice, and things have learnt to walk that ought to crawl."*
> *—H. P. Lovecraft, "The Festival"*

THE ECOLOGY OF THE SPAWN OF KYUSS

The journals of Anadan the Reader make for singularly depressing yet morbidly intriguing study. An enthusiastic member of the crusading knights known as the Scions of the Hale, Anadan's surprisingly literate account of his group's encounters with the unliving contain valuable information on the behavior, combat tactics, and weaknesses of no fewer than seven undead breeds. Unfortunately for Anadan, it was this seventh undead, the spawn of Kyuss, that would prove to be not only his end, but the end of the Scions of the Hale. The last several pages of his worm-eaten journal tell of how his company was ambushed by a group of these horrific monsters, and how their very appearance drove fear into the hearts of many of his companions. Those who fled the combat were the lucky ones—they were able to live the rest of their humbled lives as broken men. The three who stayed to fight, including poor Anadan, managed to destroy the spawn, only to succumb, one by one, to the worms that infested their bodies during the battle—worms that leapt and lunged from the undead flesh of their enemies to burrow hungrily into living meat.

Anadan tells of how one soldier cut off his own arm at the shoulder to try to stave off the gnawing approach of a worm, only to bleed to death as a result. The other man, Anadan's captain, fled into the mist-cloaked bog and for the next several pages, Anadan writes of how the man's screams grew more and more frantic and incoherent until they suddenly ceased. Throughout the entire account, Anadan writes of how he can feel the worms inside him burrowing through his body. Anadan was not lucky enough to have an arm to lop off. His worms swam through his torso, upward, into his neck. The reader can see in his text when the worms reached his brain, for his writing slowly grows sloppy, his ability to spell degrades, and his very vocabulary becomes stunted and almost illegible as the teeming intruders did their hungry work. His last words (for by this point he had apparently lost the skill to scribe complete



sentences) are particularly chilling: "...captain... back... he see me... drool... not drool... worm... chew... no... me live... not want die... hurt... hrrrtttt... hhungrrrieee..."

Scholars and priests often refer eager adventurers who inquire about the undead to the journals of Anadan the Reader, for if they aren't warned off by Anadan's doom, they might learn a thing or two about perhaps the most terrifying and relentless enemy they'll ever face.

HISTORY OF THE SPAWN

The spawn began with Kyuss, an ancient priest of a forgotten deity who ruled an empire before the advent of modern civilization. Little remains in writing of the details concerning Kyuss and his rule, but it seems clear his skill at creating undead was unsurpassed. Eventually, the necromancer-priest vanished into parts unknown, leaving in his wake an empire of the dead. Yet while relatively little information survives to inform the modern scholar about the man himself, of his spawn much has been documented.

KNOWLEDGE OF THE SPAWN OF KYUSS

The following table shows the results of a bardic knowledge or Knowledge (religion) check related to the spawn of Kyuss. Any cleric, graveyard keeper, or scholar of necromantic arts might know some or all of this information, although those who don't know the true nature behind these undead sometimes (unintentionally) spread inaccurate information about them (as evidenced by information provided for a DC of 10).

Knowledge (religion)

DC	Result
10	Some zombies are just plain harder to kill than others. You can tell the really tough ones by the worms that infest them. Their wounds close up as fast as you can hack them apart.
15	Worm-infested zombies are dangerous, for there's a good chance such a monster is in fact a spawn of Kyuss, a disease-festering menace whose writhing green worms can transform those they infest into undead horrors.
20	A spawn of Kyuss exudes a supernaturally potent aura of fear. Worse, their touch not only infects victims with a terrible disease known as Kyuss' gift, but it can also infest others with the worms that gnaw on their bodies. The touch of silver and deft hands might pluck these worms away before they burrow into a victim's brain.
25	Magic that removes curses or diseases can save someone infested with the worms of Kyuss even if they have reached the victim's brain. Such a magic effect directed at the spawn itself can transform all but the most powerful into normal zombies.
30	Some of Kyuss' spawn are much more powerful than the typical spawn and possess strange powers like the ability to exhale clouds of noxious grave wind or the ability to spray the surrounding area with infectious worms. Not all spawn of Kyuss are humanoid in shape and might infest a variety of natural and monstrous forms.

The first reports of free-willed spawn of Kyuss came from adventurers who dared explore a forgotten and shadowed spur of the great Rift Canyon. Known now as the Wormcrawl Fissure, this region is reputed to have once been the seat of Kyuss' power. Certainly, the area was infested with his spawn. Strangely enough, explorers in the Amedio Jungle to the south began to report encounters with identical creatures in the western reach of the jungles.

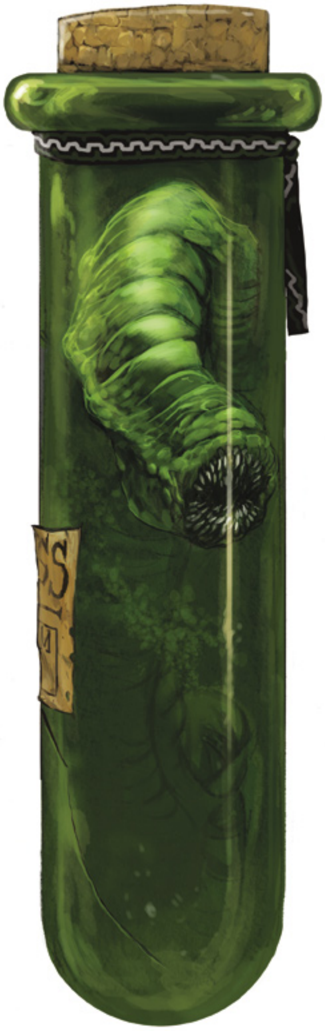
As time wore on, the spawn began to appear in other regions as well, usually in large urban areas. These spawn were spread deliberately by cultists who proclaimed that Kyuss himself had not vanished from the world. Indeed, they believed that he had become a god, and it was their duty to spread his spawn throughout the world to herald his imminent return.

NECROLOGY OF THE WORM

Like most undead, the spawn of Kyuss have a host of potent supernatural abilities. They radiate fear, they cause disease with a touch, and they heal damage to their undead flesh with shocking speed. Yet their most notorious and fearful aspect isn't properly a feature of their undead bodies at all, but is in fact the source of their scourge.

The green worms that infest each spawn of Kyuss are not themselves undead. Rather, they are a strange symbiotic form of vermin that subsists upon the decaying flesh of the spawn. The worms are voracious, but as fast as they consume the flesh of their host it regrows and replenishes. Theoretically, if a spawn of Kyuss could be separated from its infesting host, its fast healing would increase dramatically. Fortunately, the spawn themselves are inexorably tied to their wormy symbiots and without one the other quickly dies. The spawn's flesh provides sustenance for the worms, while the worms provide—in some unknown way—the animating energies the spawn requires to exist.

Scholars and necromancers have long been fascinated with these worms. None have managed to keep a spawn animate after harvesting its worms but the reverse is a simple task. A Kyuss worm plucked from the body of its host can survive for several minutes before it melts into a reeking green stain. At one end, the worm is a gaping toothy hole of razor-sharp teeth set in concentric rings around the inside of the throat. A Kyuss worm on the ground is nearly helpless; it cannot slither, instead moving impotently by violently flopping its body. A Kyuss worm goes dormant indefinitely if stored in a *potion of gentle repose*, yet rumors hold that the cult of Kyuss has perfected methods of hiding worms in other liquids as well.



When a Kyuss worm contacts living flesh, it enters a state of violent excitement. The worm's mouth unfolds around itself, turning inside-out and prolapsing so that the teeth along its throat become concentric rings of outward-pointing teeth that take up half its length. These rings of teeth then twist back and forth with such ferocity that the worm can drill through flesh and even bone with nauseating swiftness, slithering through tissue like a metal screw through soft wood. Although itself mindless, the worm's lower reaches are sensitive to nervous tissue and can feel the transmission of pain created from its fleshly burrowing as it is transmitted through the nervous system to the victim's brain. The worm follows these transmissions like a roadmap, unerringly arriving in the creature's brain only a few moments later.

Once the worm reaches the brain, its mouth reverts to its normal state and it begins to consume, slithering its way at random through the victim's mind as it consumes his memories, personality, and horror-filled final thoughts. The victim soon dies and the worm immediately begins to multiply inside the body's now empty skull via an unnaturally swift asexual process. As the number of worms exceeds the skull's capacity, they burst from the victim's mouth, eyes, nose, and ears. It is at this moment that the supernatural vermin transform the body into a new spawn of Kyuss. Additional worms immediately begin feasting on the victim's flesh and organs, while the original clot of writhing symbionts remain lodged in the undead creature's skull. While individually unintelligent, the worms retain corrupted fragments of the original creature's intelligence and memories. This nest of worms serves the creature as an unholy replacement for the devoured brain. Although this hivemind usually possesses only a fraction of the original creature's intellect, it is more than enough to give the spawn of Kyuss a sinister cunning and drive it to spread its taint among new victims.

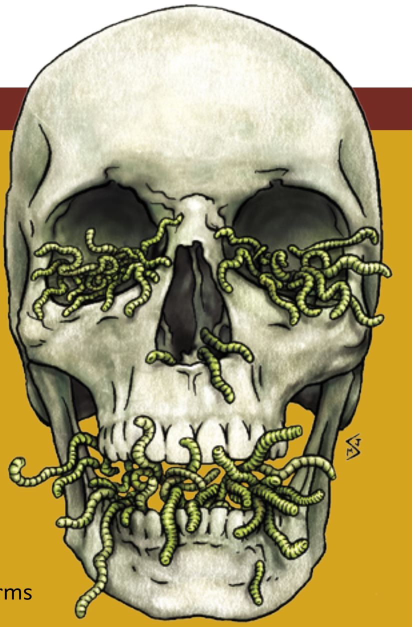
CREATING A SPAWN OF KYUSS

Any evil cleric can create a spawn of Kyuss by casting *create undead* as long as he is at least 15th level. The material component for creating a spawn of Kyuss, however, is slightly different than normal. This version of the spell must be cast over the grave

KYUSS

Demigod (Neutral Evil)

Once an obscure deity associated with creating and mastering the undead, Kyuss and his cult are rising in prominence with the coming of the apocalyptic Age of Worms. Classically, his appearance has been likened to a gaunt man with hands of bone and eye sockets filled with writhing worms, but many religious scholars believe that Kyuss has shed all remnants of his once mortal body, and is now composed entirely of a humanoid-shaped mass of writhing green worms.



Symbol: A human skull with green worms writhing from the eye sockets and jaw.

Portfolio: Creation and control of the undead, decay, unholy transformation of the flesh, worms.

Domains: Corruption*, Death, Destruction, Evil.

Favored Weapon: Club.

Clerical Training: New cultists must drink a *potion of inflict light wounds* that contains a preserved Kyuss worm in a deadly ritual known as First Ingestion.

Quests: Kyuss encourages his cultists to not only lure powerful individuals to his fold but to trick members of other cults and religions into furthering his unknowable goals.

Prayers: Servants of Kyuss offer their prayers on a personal level once a month in a rite involving the ingestion of living worms.

Temples: Huge subterranean cathedrals and tabernacles dedicated to Kyuss exist in remote locations far from civilized lands.

Rites: Kyuss' cult anticipates the return of their god, a time they call the Age of Worms. In preparation, cultists undertake a variety of vile missions ranging from the creation of spawn of Kyuss to world-spanning manipulations.

Herald and Allies: Kyuss' herald is a undead terror known as Dragotha, once a red dragon and consort to Tiamat. Kyuss most commonly sends demons that bear the favored spawn of Kyuss template in response to *planar ally* spells.

* Consult the *Book of Vile Darkness* (mature audiences only).

of a killer who was buried without a coffin in unhallowed ground (a DC 25 Knowledge [local] check can usually determine if such a body lies near a specific settlement). If the caster has a preserved or live Kyuss worm he may substitute that for the 250 gp black onyx gem that is otherwise required to animate the body. As the spell is cast, the grave blooms with worms and maggots as the newly created spawn of Kyuss rises from within. Favored spawn of Kyuss cannot be created with this spell or with *create greater undead*; the secrets of their creation reside only with Kyuss and his most trusted minions.

FAVORED SPAWN OF KYUSS

While the spawn of Kyuss are bearers and victims of their master's corruption, those who garner the demigod's favor are blessed by worms. Former fanatics, crazed visionaries, and purposefully sacrificed beasts, these favored spawn of Kyuss wreak his terrible will with an array of corruptive abilities. Found either alone or enslaved to the service of mad prophets, favored spawn take a vast array of forms and imply the demigod of worm's direct interest. In recent years appearances of the favored spawn have risen, evidencing the impending Age of Worms.

SAMPLE FAVORED SPAWN OF KYUSS

MASTIFF OF KYUSS CR 3

Favored spawn of Kyuss fiendish riding dog

CE Medium undead

Init +2; **Senses** darkvision 60 ft., low-light vision, scent; Listen +6, Spot +6

Aura fear (DC 13, 40-ft. radius)

Language Abyssal

AC 19, touch 12, flat-footed 17

hp 13 (2 HD); fast healing 5; **DR** 5/silver

Immune undead traits

Resist cold 5, fire 5; **SR** 7

Fort +3, **Ref** +5, **Will** +2

Spd 40 ft. (8 squares)

Melee bite +5 (1d6+6 plus worm plus Kyuss' gift) or worm +5 touch (special)

Ranged worm +3 touch (special)

Base Atk +1; **Grp** +3

Atk Options smite good 1/day (+2 damage against good foes)

Special Atk create spawn

Abilities Str 19, Dex 15, Con —, Int 5, Wis 14, Cha 8

SQ infested skin, turn resistance +3

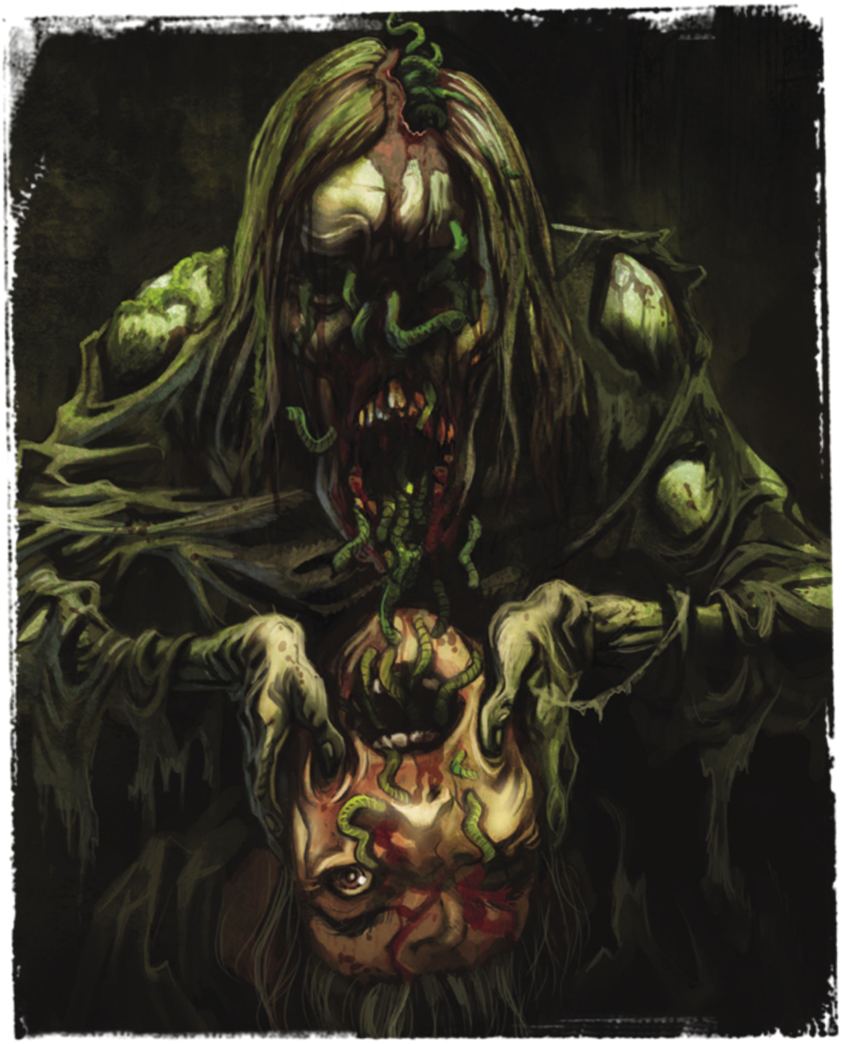
Feats Alertness, Improved Unarmed Strike^B, Track^B

Skills Jump +10, Listen +6, Spot +6, Swim +5, Survival +2 (+6 when tracking by scent)

Possessions masterwork spiked studded leather barding

An unnaturally mangy mastiff skulks forward, much of its fur and flesh having fallen away leaving gaping, diseased holes. A sickly green light streams from its empty eye sockets and strands of writhing green worms replace drool in equally copious ribbons.

Plague-spreading hunters and harbingers of the demigod of worms, mastiffs of Kyuss stalk the enemies of their master's favored servants. Tireless and riddled with deadly Kyuss worms, a single mastiff might range over hundreds of miles, inevitably striking a single target with



precision or seeding its god's ruinous corruption throughout an entire offending town.

COMBAT

Mastiffs of Kyuss are barely-thinking killers, slaves to the wills of their masters. Their method of combat varies greatly depending on their commands, using their create spawn ability, fighting alongside pack mates, or avoiding confrontations depending on their orders' dictates. Mastiffs without instructions, however, know only the compulsion to spread their god's taint and seek to use their create spawn ability as often as possible.

Create Spawn (Su): Once per round as a free action, a spawn of Kyuss can transfer a worm from its own body to that of an opponent. See the following template for a complete description of these effects.

Fear Aura (Su): A mastiff of Kyuss continuously radiates a fear effect. All creatures within a 40-foot radius must make a DC 13 Will save or be affected as if by the spell *fear*. Any creature that makes a successful saving throw against the effect cannot be affected again by the fear aura of the mastiff of Kyuss for 24 hours.

Smite Good (Su): Once per day a mastiff of Kyuss can make a normal melee attack to deal 2 extra points of damage against a good foe.

Infested Skin (Su): A mastiff of Kyuss is so infested with worms that any creature that strikes it with an unarmed strike, natural weapon, or light weapon must make a Reflex save or a Kyuss worm is transferred to the attacker's body. Any creature that shares the same square of the mastiff (such as might occur during a grapple, bull rush, or Tumble check) must make a Reflex save to avoid the same fate.

CREATING A FAVORED SPAWN OF KYUSS

"Favored Spawn of Kyuss" (known simply as the "favored" to cultists of Kyuss) is an inherited template that can be added to any living, corporeal creature. A favored spawn uses all the base creature's statistics and special abilities except as noted here.

Size and Type: The creature's type changes to undead. Do not recalculate Hit Dice, base attack bonus, or saves. Size is unchanged.

Special Attacks: A favored spawn retains all the special attacks of the base creature and also gains the following special attacks.

Create Spawn (Su): Once per round as a free action, a favored spawn of Kyuss can transfer a worm from its own body to that of an opponent. It can do this whenever it hits with a natural attack or an unarmed attack, but it can also make the transfer by means of a successful melee touch attack or a ranged touch attack, hurling a worm at a foe from a distance of up to 10 feet.

Each worm is a Fine vermin with AC 10 and 1 hit point. It can be killed with normal damage or by the touch of silver. On the spawn's next action, the worm burrows into its host's flesh. A creature with a natural armor bonus of +5 or better is immune to this burrowing effect. The worm makes its way toward the host's brain, dealing 1 point of damage per round for 1d4+1 rounds. At the end of that period, it reaches the brain. While the worm is inside a victim, a *remove curse* or *remove disease* effect destroys it, and a *dispel evil* or *neutralize poison* effect delays its progress for 10d6 minutes. A successful DC 20 Heal check extracts the worm and kills it.

Once the worm reaches the brain, it deals 1d2 points of Intelligence damage per round until it either is killed (by *remove curse* or *remove disease*) or slays its host (death occurs at 0 Intelligence). A Small, Medium, or Large creature slain by a worm rises as a new spawn of Kyuss (not a favored spawn) 1d6+4 rounds later; a Tiny or smaller creature quickly putrefies, and a Huge or larger creature becomes a normal zombie of the appropriate size. Newly created spawn are not under the control of their creator, but they usually follow whatever favored spawn of Kyuss created them.

If a creature is infested with multiple worms, a single *remove curse* or *remove disease* destroys all the worms infesting the creature at once.

A favored spawn attacking a helpless opponent may use its foul embrace ability instead of this ability.

Fear Aura (Su): A spawn of Kyuss continuously radiates a fear effect. This ability functions like a *fear* spell (caster level 7th, Will save DC 14 + the favored spawn's Charisma modifier), except that it affects all creatures within a 40-foot radius. Any creature that makes a successful saving throw against the effect cannot be affected again by the fear aura of that favored spawn of Kyuss for 24 hours.

Foul Embrace (Su): By pressing its face against a helpless victim, the favored spawn of Kyuss can infest the victim with a rain of 2d6 worms. This ability is treated the same as the create spawn ability, but a victim slain by the resulting infestation rises as a favored spawn of Kyuss rather than a normal zombie.

Kyuss' Gift (Su): Any creature hit by a favored spawn of Kyuss' natural attack or unarmed attack must succeed at a DC 12 Fortitude save or contract this supernatural disease. The incubation period is 1 day, and the disease deals 1d6 points of Constitution damage and 1d4 points of Wisdom damage. These effects manifest as rotting flesh and dementia. An affected creature gets only half the benefits of natural and magical healing, though a *remove disease* effect removes the affliction.

In addition to the previously described abilities, a favored spawn with 10 HD or more gains one of the following additional special attacks as a gift from Kyuss himself. Saving throws against these effects are against a DC of 10 + half the favored Spawn's Hit Dice + the favored spawn's Charisma modifier.

Infested Skin (Su): The favored spawn of Kyuss is so infested with worms that any creature that strikes it with an unarmed strike, natural weapon, or light weapon must make a Reflex save or a Kyuss worm is transferred to the attacker's body. Any creature that shares the same square as the favored spawn (such as might occur during a grapple, bull rush, or Tumble check) must make a Reflex save to avoid the same fate.

Noxious Breath (Su): Once every 1d4 rounds, as a standard action, the favored spawn of Kyuss can exhale nauseating vapor from its mouth in a 15-foot cone. All creatures in this area must make a Fortitude save or be nauseated for 1d4 rounds.

Wormburst (Su): Once per day as a standard action, the favored spawn of Kyuss can expel a 10-foot-radius burst of worms from its body. All creatures in this area of effect must make a Reflex save or become infested by 1d6 Kyuss worms.

Special Qualities: A favored spawn retains all the special qualities of the base creature and gains the following.

Damage Reduction (Ex): A favored spawn of Kyuss gains damage reduction 5/silver. If the favored spawn has 10 or more Hit Dice, this increases to damage reduction 10/silver.

Fast Healing (Ex): A favored spawn of Kyuss has fast healing 5.

Turn Resistance (Ex): A favored spawn of Kyuss has turn resistance +3.

Abilities: Increase from the base creature as follows: Str +4, Int +2, Wis +2, Cha +2. Favored spawn are undead, and as such do not have a Constitution score.

Feats: A favored spawn of Kyuss gains Improved Unarmed Strike as a bonus feat.

Challenge Rating: +2 (for creatures with 9 HD or less) or +3 (for creatures with 10 HD or more).

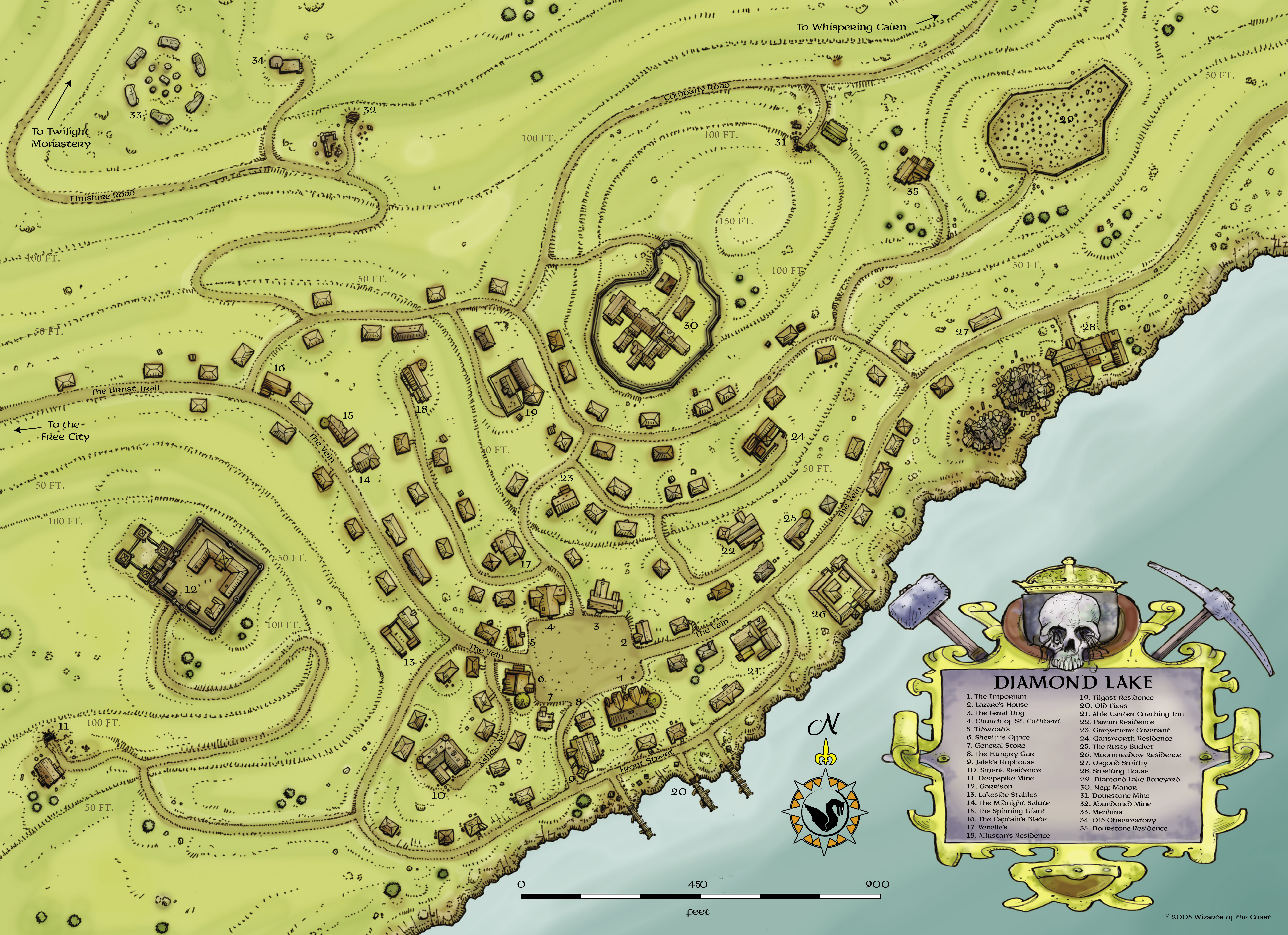
Alignment: Always chaotic evil.

AGES OF WORMS

Kyuss and his spawn first appeared in official D&D terms in 1981's *Fiend Folio*. Designed by Michael MacDonald, the nigh-indestructible sons of Kyuss were created by the then priest Kyuss for his own dark purposes. Since then, Kyuss' influence and his namesake minions have spread, appearing in numerous campaign settings, adventures, bestiaries, and—most unexpectedly—as the name of the rock band Kyuss. The minions of Kyuss have taken numerous forms since the *Fiend Folio's* original sons of Kyuss, appearing most recently in the *Monster Manual II* as the spawn of Kyuss, in DRAGON #307 as the scion of Kyuss template, and in this article as the nauseating favored spawn of Kyuss template.

In all of their long history, though, the most epic of Kyuss' plots is unfolding now in DUNGEON's Age of Worms Adventure Path. As foul tidings coincide unlikely heroes stumble upon far-reaching plots of the foul demigod.

Further information about Kyuss, his various spawn and servitors, and their dark plots can be found every month in the pages of DUNGEON, DRAGON's ongoing "Wormfood" series, and the massive free *Age of Worms Overload PDF*, available at **paizo.com**.



DIAMOND LAKE

1. The Emporium
2. Lazare's House
3. The Feral Dog
4. Church of St. Cuthbert
5. Tidwoad's
6. Sheriff's Office
7. General Store
8. The Hungry Gar
9. Jalek's Flophouse
10. Smenk Residence
11. Deepspike Mine
12. Garrison
13. Lakeside Stables
14. The Midnight Salute
15. The Spinning Giant
16. The Captain's Blade
17. Venelle's
18. Allustan's Residence
19. Tilgast Residence
20. Old Piers
21. Able Carter Coaching Inn
22. Parrin Residence
23. Greysmere Covenant
24. Gansworth Residence
25. The Rusty Bucket
26. Moonmeadow Residence
27. Osgood Smithy
28. Smelting House
29. Diamond Lake Boneyard
30. Neff Manor
31. Dourstone Mine
32. Abandoned Mine
33. Menhirs
34. Old Observatory
35. Dourstone Residence

To Whispering Cairn
To Twilight Monastery
Elmshire Road
Company Road
The Urnst Trail
To the Free City
The Vein
Asher Ave.
Front Street
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150 FT.
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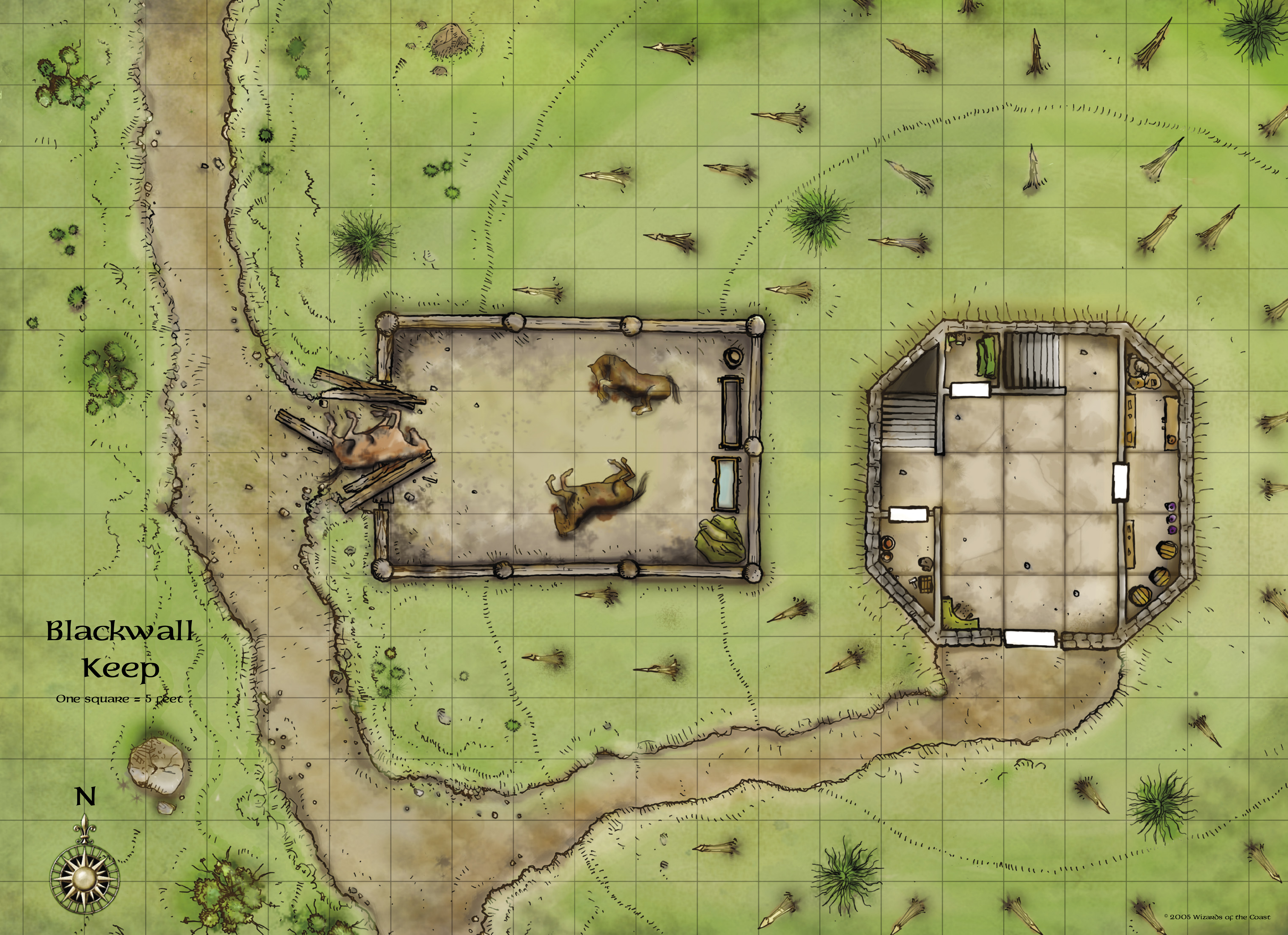
Blackwall Keep
One square = 5 feet
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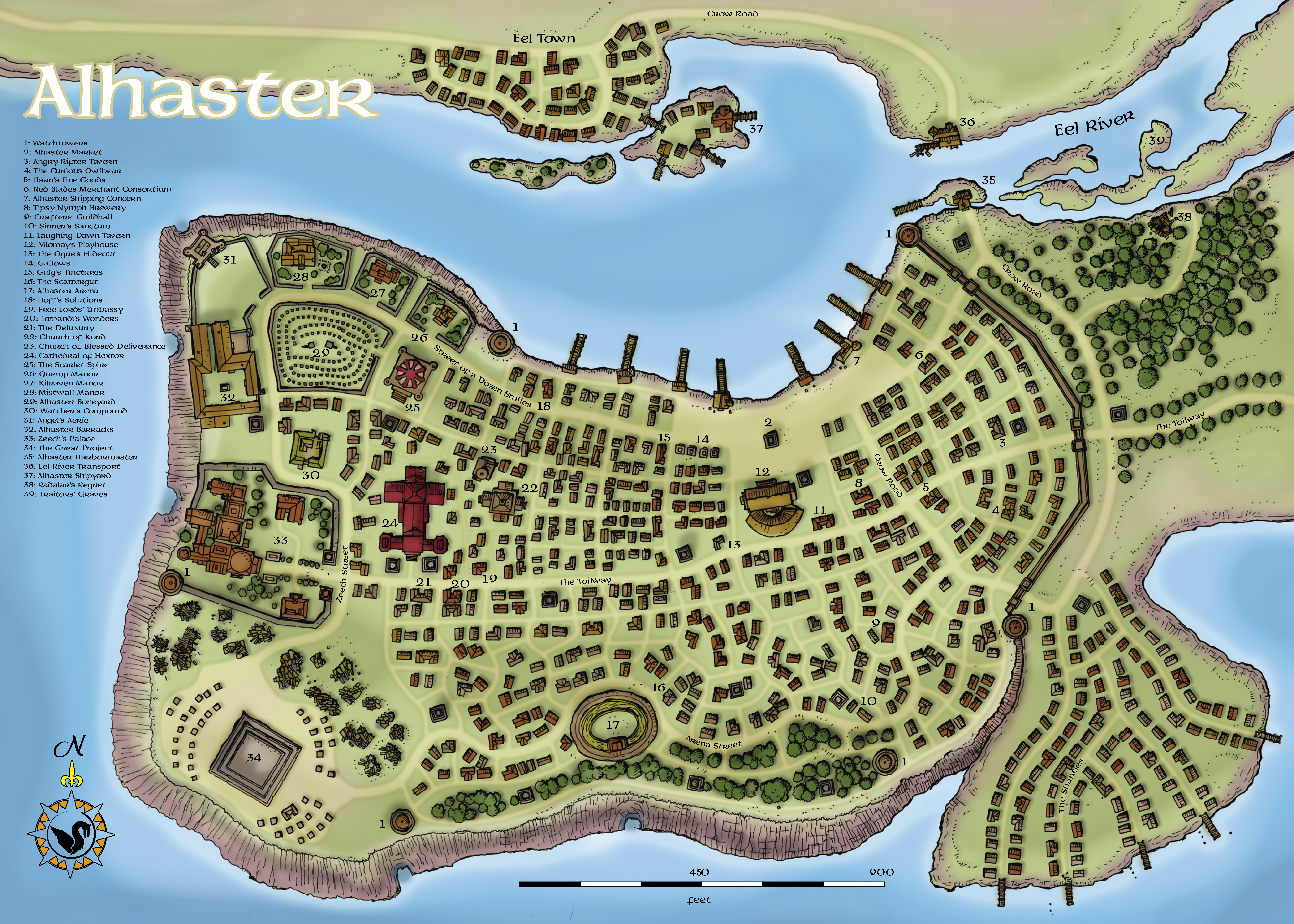
Alhaster



1: Watchtowers
2: Alhaster Market
3: Angry Rifter Tavern
4: The Curious Owlbear
5: Ilsan's Fine Goods
6: Red Blades Merchant Consortium
7: Alhaster Shipping Concern
8: Tipsy Nymph Brewery
9: Crafters' Guildhall
10: Sinner's Sanctum
11: Laughing Dawn Tavern
12: Miomay's Playhouse
13: The Ogre's Hideout
14: Gallows
15: Gulg's Tinctures
16: The Scattergut
17: Alhaster Arena
18: Hoff's Solutions
19: Free Lords' Embassy
20: Iomandi's Wonders
21: The Deluxury
22: Church of Kord
23: Church of Blessed Deliverance
24: Cathedral of Hextor
25: The Scarlet Spire
26: Quemp Manor
27: Kilraven Manor
28: Mistwall Manor
29: Alhaster Boneyard
30: Watcher's Compound
31: Angel's Aerie
32: Alhaster Barracks
33: Zeech's Palace
34: The Great Project
35: Alhaster Harbormaster
36: Eel River Transport
37: Alhaster Shipyard
38: Radalar's Regret
39: Traitors' Graves

Crow Road
Eel Town
Eel River
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Crow Road
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Street of a Dozen Smiles
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The Toilway
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Crow Road
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24
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13
Zeech Street
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21
20
19
The Toilway
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17
Arena Street
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The Shanties
34
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450
900
feet

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